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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to
Commission file number 1-12297

Penske Automotive Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**22-3086739** (I.R.S. Employer Identification No.)
2555 Telegraph Road **Bloomfield Hills, Michigan** (Address of principal executive offices)	**48302-0954** (Zip Code)

(248) 648-2500
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Voting Common Stock, par value $0.0001 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

The aggregate market value of the voting common stock held by non-affiliates as of June 30, 2014 was $2,100,466,715. As of February 17, 2015, there were 90,245,486 shares of voting common stock outstanding.

Documents Incorporated by Reference

Certain portions, as expressly described in this report, of the registrant's proxy statement for the 2015 Annual Meeting of the Stockholders to be held May 5, 2015 are incorporated by reference into Part III, Items 10-14.

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PART I

Item 1. *Business*

We are an international transportation services company that operates automotive and commercial vehicle dealerships principally in the United States and Western Europe, and distributes commercial vehicles, diesel engines, gas engines, power systems and related parts and services principally in Australia and New Zealand. We employ approximately 22,100 people worldwide.

In 2014, our business generated $17.2 billion in total revenue which is comprised of $16.6 billion from retail automotive dealerships, $125.6 million from retail commercial vehicle dealerships and $448.9 million from commercial vehicle distribution and other operations.

Retail Automotive Dealership. We believe we are the second largest automotive retailer headquartered in the U.S. as measured by the $16.6 billion in total retail automotive dealership revenue we generated in 2014. As of December 31, 2014, we operated 327 automotive retail franchises, of which 179 franchises are located in the U.S. and 148 franchises are located outside of the U.S. The franchises outside the U.S. are located primarily in the U.K. In 2014, we retailed and wholesaled more than 479,000 vehicles. We are diversified geographically, with 62% of our total automotive dealership revenues in 2014 generated in the U.S. and Puerto Rico and 38% generated outside the U.S. We offer over 40 vehicle brands, with 72% of our total automotive dealership revenue in 2014 generated from premium brands, such as Audi, BMW, Mercedes-Benz and Porsche. Each of our dealerships offer a wide selection of new and used vehicles for sale. In addition to selling new and used vehicles, we generate higher-margin revenue at each of our dealerships through maintenance and repair services and the sale and placement of third-party finance and insurance products, third-party extended service and maintenance contracts and replacement and aftermarket automotive products. Automotive dealerships represented 97% of our total revenues and 96% of our total gross profit in 2014.

We believe our diversified income streams help to mitigate the historical cyclicality found in some elements of the automotive sector. Revenues from higher margin service and parts sales include warranty work, customer paid work, collision repair services, and wholesale parts sales and are typically less cyclical than retail vehicle sales, and generate the largest part of our automotive retail gross profit. The following graphic shows the percentage of our total automotive dealership revenues by product area and their respective contribution to our overall gross profit:

Revenue Mix **Gross Profit Mix**

Retail Commercial Vehicle Dealership. In November 2014, we acquired a controlling interest in The Around The Clock Freightliner Group, a heavy and medium duty truck dealership group located in Texas, Oklahoma and New Mexico, and now own 91% of that business which we have renamed Penske Commercial Vehicles US ("PCV US"). PCV US operates sixteen locations, including ten full-service dealerships offering principally Freightliner, Western Star, and Sprinter-branded trucks.

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Two of these locations, Freightliner of Chattanooga and Freightliner of Knoxville, were acquired in February 2015. PCV US also offers a full range of used trucks available for sale as well as service and parts departments, many of which are open 24 hours a day, seven days a week. From our acquisition on November 1, 2014 through December 31, 2014, this business generated $125.6 million of revenue.

Commercial Vehicle Distribution. Since August 30, 2013, we have been the exclusive importer and distributor of Western Star heavy duty trucks (a Daimler brand), MAN heavy and medium duty trucks and buses (a VW Group brand), and Dennis Eagle refuse collection vehicles, together with associated parts across Australia, New Zealand and portions of the Pacific. The business, known as Penske Commercial Vehicles Australia, distributes commercial vehicles and parts to a network of more than 70 dealership locations, including three company-owned retail commercial vehicle dealerships. This business represented 2.3% of our total revenues and 2.4% of our total gross profit in 2014.

On October 1, 2014, we acquired MTU Detroit Diesel Australia Pty Ltd. ("MTU-DDA"), a leading distributor of diesel and gas engines and power systems, representing MTU, Detroit Diesel, Mercedes-Benz Industrial, Allison Transmission and MTU Onsite Energy. MTU-DDA offers products across the on- and off-highway markets in Australia, New Zealand and the Pacific, including trucking, mining, power generation, construction, industrial, rail, marine, agriculture, oil & gas and defense and supports full parts and aftersales service through a network of branches, field locations and dealers across the region. The on-highway portion of this business complements our existing Penske Commercial Vehicles Australia distribution business. From our acquisition on October 1, 2014 through December 31, 2014, this business generated $52.5 million of revenue.

Penske Truck Leasing. We hold a 9.0% ownership interest in Penske Truck Leasing Co., L.P. ("PTL"), a leading provider of transportation and supply chain services. PTL operates and maintains approximately 207,000 vehicles and serves customers in North America, South America, Europe and Asia and is one of the largest purchasers of commercial trucks in North America. Product lines include full-service truck leasing, truck rental and contract maintenance, logistics services such as dedicated contract carriage, distribution center management, transportation management and acting as lead logistics provider. PTL is owned 41.1% by Penske Corporation, 9.0% by us and the remaining 49.9% of PTL is owned by direct and indirect subsidiaries of General Electric Capital Corporation ("GECC"). We account for our investment in PTL under the equity method, and we therefore record our share of PTL's earnings on our statements of income under the caption "Equity in earnings of affiliates", which also includes the results of our other investments.

2014 Key Developments

Retail Automotive Dealership Acquisitions and Dispositions. In 2014, we acquired or were granted open points (new franchises awarded from the automotive manufacturer) representing eight automotive franchises. We expect that these franchises will represent approximately $275.0 million in annualized revenue. These acquisitions include VW Skipton in the U.K. and BMW of Greenwich in Connecticut, which complements our franchises in Danbury and Fairfield, Connecticut and our Mercedes-Benz dealership in Greenwich, Connecticut. We also disposed of seven franchises, representing approximately $148.0 million in annual revenue, principally consisting of four franchises in Bremen, Germany which were consolidated with our Hamburg operations. Additionally, in 2014, we acquired a 50% ownership interest in a group of eight BMW and MINI franchises in Barcelona, Spain, a new market for us.

Retail Commercial Vehicle Dealership. In November 2014, we acquired a controlling interest in PCV US, a heavy and medium duty truck dealership group located in Texas, Oklahoma and New Mexico, as discussed on the preceding page. We believe this business represents a strategic opportunity for our company to build scale as the heavy-duty truck dealership industry is highly fragmented.

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Commercial Vehicle Distribution. On October 1, 2014, we acquired MTU-DDA, a leading distributor of diesel and gas engines and power systems, as discussed on the preceding page. We believe this business, coupled with our existing commercial vehicle distribution business, presents our company with the opportunity to provide a full range of products and services to customers across Australia, New Zealand and the Pacific.

Issuance of 5.375% Senior Subordinated Notes. In November 2014, we issued $300.0 million of 5.375% senior subordinated notes due 2024. We used the proceeds of the 5.375% notes to repay amounts outstanding under our U.S. credit agreement, leaving us with additional flexibility to continue our acquisition strategy.

Shareholder Dividends and Stock Repurchases. We increased our quarterly stock dividend each quarter in 2014. Our latest declared dividend is $0.22 per share payable March 2, 2015, which represents a dividend yield of 1.8% using our January 30, 2015 closing stock price. We also repurchased 175,000 shares of our common stock in 2014 for $8.0 million, which, together with the quarterly dividends, represents a return to shareholders of approximately $78.5 million.

Named "Best Dealerships To Work For". Twelve of our dealerships in the U.S. were named by Automotive News as among the 100 "Best Dealerships to Work For" in 2014. In addition, our U.K. dealerships, collectively known as the Sytner Group, were ranked as one of the "Best Big Companies to Work for in the U.K." by the London Sunday Times. We believe these awards reflect our ongoing commitment to our valuable dealership employees, which enhances customer satisfaction and may result in improved sales over time.

Outlook

In 2014, the U.S. light vehicle retail automotive market grew 5.9% to 16.5 million units. During the last several years the new vehicle market and the amount of customer traffic visiting our dealerships has continued to improve. Based upon the current economic environment, generally strong credit availability, the age of vehicles on the road, new model introductions planned by many different OEM's, and the drop in oil prices contributing to lower consumer fuel costs, there are expectations for continued improvement in the new light vehicle sales market in 2015.

During 2014, U.K. new vehicle registrations increased 9.3% from 2013 to 2.5 million registrations. Based on industry forecasts from entities such as the Society of Motor Manufacturers and Traders (www.smmt.co.uk), we believe the U.K. market will maintain current registration levels as a result of continued positive conditions in the U.K. economy, U.K. motorists responding positively to new products, improving new car efficiency, the latest technologically advanced vehicles, particularly in the area of premium brand sales, and attractive financing offers.

In 2014, North America sales of Class 5-8 medium and heavy-duty trucks, the principal vehicles for our PCV US business, were approximately 498,000 units, an increase of 12.4%. The largest market, Class 8 heavy-duty trucks, increased 13.2% to 286,000 units from 252,600 units in 2013. The backlog of orders for Class 5-8 medium and heavy-duty trucks increased from approximately 138,000 units at the end of 2013 to more than 227,000 at the end of 2014, an increase of 64.8%. The backlog of orders for Class 8 heavy-duty trucks increased 83.1% in 2014 to approximately 172,500 units from approximately 94,200 units in 2013. Based on a growing economy, the strength of the order backlog, strong freight metrics, the drop in oil prices which may help trucking profitability and boost discretionary spending, there are expectations for continued strength in the Class 5-8 medium and heavy-duty truck market in 2015.

Our commercial vehicle distribution business, including the on-highway portion of our MTU-DDA business, operates principally in the Australian and New Zealand heavy and medium duty truck markets. In 2014, the Australian heavy and medium duty truck market reported sales of 17,299 units, representing a decrease of 2.7% from 2013. The New Zealand market reported sales of 3,211 units in 2014, representing an increase of 28.3% from 2013. The brands we represent in Australia and New Zealand hold a 5.7% and 8.7% market share, respectively, in the combined heavy and medium duty truck markets. We expect the Australian commercial vehicle market to lag behind historical sales levels in part because of difficult macro-economic conditions resulting in part from lower commodity prices in these markets. The commercial parts distribution portion of our business has been increasing and we expect the parts distribution business will continue to be resilient.

We expect PTL to benefit from continued strong economic conditions in the United States. As discussed in "Item 1A. Risk Factors," there are a number of factors that could cause actual results to differ materially from our expectations. For a detailed discussion of our financial and operating results, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Long-Term Business Strategy

Our long-term business strategy focuses on several key areas in an effort to foster long-term relationships with our customers. The key areas of our long-term strategy follow:

- Attract, develop, and empower associates to grow our business;
- Maintain diversification;
- Expand revenues at existing locations and increase higher-margin businesses;
- Offer outstanding brands in premium facilities and superior customer service;
- Grow through strategic acquisitions;
- Enhance customer satisfaction;
- Leverage scale and implement "best practices"; and
- Leverage Internet marketing.

Attract, Develop, and Empower Associates to Grow our Business

We view our local managers and associates as one of our most important assets. We operate in a decentralized manner that fosters an entrepreneurial spirit where each dealership or business unit has independent operational and financial management responsible for day-to-day operations. We believe experienced local managers are better qualified to make day-to-day decisions concerning the successful operation of a business unit and can be more responsive to our customers' needs. We seek local management that not only has relevant industry experience, but is also familiar with the local market. We also have regional management that oversees operations and supports the local unit operationally and administratively. We invest for future growth and offer outstanding brands and facilities which we believe attract outstanding talent. We believe attracting the best talent and allowing our associates to make business decisions at the local level helps to foster long-term growth through increased repeat and referral business.

Maintain Diversification

Our business benefits from our diversified revenue mix, including the multiple revenue streams in a traditional dealership (new vehicles, used vehicles, finance and insurance, and service and parts operations), revenues from our retail commercial vehicle dealership operations, our commercial vehicle distribution operations and returns relating to our joint venture investments, which we believe helps to mitigate the cyclicality that has historically impacted some elements of the automotive sector. We are further diversified within our automotive retail operations due to our brand mix and geographical

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dispersion. For example, the following table shows our revenues by state in the U.S. as a percentage of our total global revenue:

State	% of Total 2014 Revenue	State	% of Total 2014 Revenue
Arizona	7%	New Jersey	8%
Arkansas	4%	Ohio	3%
California	13%	Puerto Rico	2%
Connecticut	3%	Rhode Island	2%
Florida	2%	Texas	6%
Georgia	4%	Virginia	3%
Indiana	1%	Wisconsin	1%
Minnesota	1%	Other	1%

Diversification Outside the U.S. One of the unique attributes of our operations versus our peers is our diversification outside the U.S. The following table shows our revenues by country:

Country	% of Total 2014 Revenue
United States	61%
United Kingdom	35%
Germany/Italy	2%
Australia/New Zealand/Pacific	2%

The U.K. is the second largest automotive retail market in Western Europe as measured by new units sold. We generated 95% of our revenue in the U.K. through the sale and service of premium brands in 2014. We believe we are among the largest Audi, Bentley, BMW, Ferrari, Land Rover, Lexus, Maserati, Mercedes-Benz and Porsche dealers in the U.K. based on new unit sales. Additionally, we operate a number of dealerships in Germany, Western Europe's largest automotive retail market, including through joint ventures with experienced local partners, which sell and service Audi, Lexus, Porsche, Toyota, Volkswagen and other brands. We also operate BMW/MINI and Maserati dealerships in Northern Italy and BMW/MINI dealerships in Spain through joint ventures with local partners.

Diversification Through Penske Truck Leasing. We hold a 9.0% ownership interest in PTL, a leading provider of transportation and supply chain services, which further diversifies our total results of operations. Our share of PTL's earnings in 2014 was $28.2 million and is shown on our statement of income under the caption "Equity in earnings of affiliates."

Expand Revenues at Existing Locations and Increase Higher-Margin Businesses

Retail Commercial Vehicle Dealership. We acquired a controlling interest in PCV US, our U.S. retail commercial vehicle dealership operations, in November 2014. This business provides more diversification to our overall business model and allows us to bring our automotive dealership expertise to the commercial vehicle market. Similar to automotive dealerships, the service and parts business of the commercial vehicle dealerships provides higher-margin revenues. Additionally, we believe this business represents a strategic acquisition opportunity for our company to build scale as the heavy-duty truck dealership industry is highly fragmented.

Commercial Vehicle Distribution. We acquired our commercial vehicle distribution operations on August 30, 2013 and our engine, power systems and parts distribution operations on October 1, 2014. We believe these businesses provide us with higher-margin revenues and offer a platform to potentially expand our operations in those markets. To the extent we can grow our revenues in these operations, our overall margins should increase.

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Increase Same-Store Sales. We believe our emphasis on superior customer service and premium facilities will contribute to increases in same-store sales over time. We have added a significant number of incremental automotive service bays in recent years in order to better accommodate our customers and further enhance our higher-margin service and parts revenues. We have employed a strategy called "Retail First" to increase our same-store used vehicle sales. With this strategy, we have increased our efforts to retail a used vehicle to a consumer before attempting to dispose of it through the traditional wholesale process. We believe this strategy has helped to increase the number of used retail vehicle sales in 2014.

Grow Finance, Insurance, and Other Aftermarket Revenues. Each sale of a vehicle provides us the opportunity to assist in arranging financing for the sale of a vehicle, to sell the customer an extended service contract or other insurance product, and to sell aftermarket products, such as security systems and protective coatings. Where possible, we attempt to vertically integrate with the captive finance companies of the manufacturers we represent and to supplement these offerings with preferred lenders as necessary. In order to improve our finance and insurance business, we focus on enhancing training programs and implementing process improvements which we believe will improve our overall revenues.

Expand Service and Parts and Collision Repair Revenues. Today's vehicles are increasingly complex and require sophisticated equipment and specially trained technicians to perform certain services. Additionally, many manufacturers today are offering maintenance programs packaged with the vehicle sale. These programs require customers to have the service work performed at a factory-authorized dealership. Unlike independent service shops, our dealerships are authorized to perform this work under warranties provided by manufacturers. Additionally, we offer maintenance programs for sale through our dealerships. We believe that our brand mix and the complexity of today's vehicles, combined with our investment in expanded service facilities, including the addition of a significant number of incremental service bays in recent years, and our focus on customer service, will contribute to increases in our service and parts revenue. We also operate 27 collision repair centers which are integrated with local dealership operations. We offer rapid repair services such as paint-less dent repair, headlight reconditioning, wheel repairs, tire sales and windshield replacement at most of our facilities in order to offer our customers the convenience of one-stop shopping for all of their automotive requirements.

Offer Outstanding Brands in Premium Facilities and Superior Customer Service

We offer outstanding brands in premium facilities and believe offering our customers a superior customer service experience will generate repeat and referral business and will help to foster a loyal and dedicated customer base. Customer satisfaction is measured at each of our automotive dealerships on a monthly, quarterly, and/or yearly basis by the manufacturers we represent, and we compensate our employees, in part, based on their performance in such rankings.

Our automotive dealership revenue mix consists of 72% related to premium brands, 24% related to volume non-U.S. brands, and 4% related to brands of U.S. based manufacturers. We believe our largely premium and non-U.S. brand mix will continue to offer us the opportunity to generate

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same-store growth, including higher margin service and parts sales. The following chart reflects our percentage of total retail automotive dealership revenue by brand:

We sell and service outstanding automotive brands in our premium facilities, in attractive geographic markets. Where advantageous, we aggregate our automotive dealerships in a campus setting in order to build a destination location for our customers, which we believe helps to drive increased customer traffic to each of the brands at the location. This strategy also creates an opportunity to reduce personnel expenses, consolidate advertising and administrative expenses and leverage operating expenses over a larger base of dealerships. Our U.S. based dealerships have generally achieved new unit vehicle sales that are higher than industry averages for the brands we sell.

Grow Through Strategic Acquisitions

We believe that attractive automotive retail acquisition opportunities exist for well-capitalized dealership groups with experience in identifying, acquiring and integrating dealerships. The fragmented automotive retail market provides us with significant growth opportunities in our markets. We generally seek to acquire dealerships with high-growth automotive brands in highly concentrated or growing demographic areas that will benefit from our management expertise, manufacturer relations and scale of operations, as well as smaller, single location dealerships that can be effectively integrated into our existing operations. Over time, we have also been awarded new franchises from various manufacturers. In 2014, we acquired or were granted open points representing eight franchises, which we expect will generate approximately $275.0 million in annualized revenue. We also disposed of seven franchises that generated approximately $148.0 million of revenue on an annualized basis in 2014.

We also believe there are acquisition opportunities for our retail commercial vehicle dealership operations in the U.S. and our commercial vehicle distribution operations in Australia and New Zealand. We have a seasoned local management team in Australia that we have complemented with additional personnel familiar with our automotive retail operations and we will endeavor to utilize local management to identify additional retail and distribution opportunities.

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Enhance Customer Satisfaction

We strive for superior customer satisfaction. By offering outstanding brands in premium facilities, "one-stop" shopping convenience in our aggregated facilities, and a well-trained and knowledgeable sales staff, we aim to forge lasting relationships with our customers, enhance our reputation in the community, and create the opportunity for significant repeat and referral business. We monitor customer satisfaction data accumulated by manufacturers to track the performance of operations, and incent our personnel to provide exceptional customer service, thereby driving increased customer loyalty. In addition, we monitor online reputation management sites such as Yelp.com, Google reviews and others to proactively monitor customer comments to ensure we are offering a superior customer satisfaction experience in our dealerships.

Leverage Scale and Implement "Best Practices"

We seek to build scale in many of the markets where we have operations. Our desire is to reduce or eliminate redundant administrative costs such as accounting, payroll, information technology systems and other general administrative costs. In addition, we seek to leverage our industry knowledge and experience to foster communication and cooperation between like brand dealerships throughout our organization. Corporate management and local management meet regularly to review operating performance, examine industry trends, and implement operating improvements. Key financial information is discussed and compared across all markets. This frequent interaction facilitates implementation of successful strategies throughout the organization.

Leverage Internet Marketing

We leverage the Internet to attract and retain customers, as we believe the majority of our customers consult the Internet for information when shopping for a vehicle. Our internet marketing strategy leverages our individual dealership websites, as well as corporate websites such as PenskeCars.com, PenskeAutomotive.com and Sytner.co.uk. In addition, manufacturers supplement our advertising efforts through advertising and financing campaigns promoting their brands. We focus on common marketing metrics and business practices across our dealerships, as well as negotiating enterprise arrangements for key marketing providers. We utilize a single customer relationship management tool in the U.S. in order to enhance customer communication, lead nurturing and track return on investment.

We also endeavor to optimize our websites to improve search engine rankings and drive more organic website traffic. Our digital focus areas also include social media, search engine management, video, reputation management and online chat. These areas assist in creating high visibility for our websites and relevance on sites like Google, Yahoo, Bing and others. Importantly, when customers access our dealership websites with mobile devices such as a smartphone or a tablet, we present these websites in a format that allows for a successful customer experience through optimization of our sites regardless of the device.

We advertise our U.S. and U.K. automotive retail new and pre-owned vehicle inventory online through PenskeCars.com and Sytner.co.uk, respectively. These websites are designed to make it easy for consumers, employees and partners to view and compare on average over 55,000 new, certified and pre-owned vehicles. These sites, together with our dealership websites, provide consumers a simple method to schedule maintenance and repair services at their local Penske Automotive dealership and view extensive vehicle information, including photos, prices, promotions, videos and third party vehicle history reports for pre-owned vehicles. Customers may also download our PenskeCars.com app to access our vehicle inventory, contact dealers and schedule service at their convenience.

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Retail Automotive Dealership Operations

We routinely acquire and dispose of automotive retail franchises. Our financial statements include the results of operations of acquired dealerships from the date of acquisition. The following table sets forth information with respect to our current dealerships that were acquired or opened from January 1, 2012 to December 31, 2014:

Dealership	Date Opened or Acquired	Location	Franchises
U.S.			
MINI of Marin	03/12	Marin, CA	MINI
Nissan/Infiniti San Francisco	03/12	San Francisco, CA	Nissan, Infiniti
Landers Fiat	04/12	Benton, AR	Fiat
Lexus de Ponce	06/12	Ponce, PR	Lexus
BMW/MINI of Ontario	10/12	Ontario, CA	BMW, MINI
East Madison Toyota-Scion	11/12	Madison, WI	Toyota, Scion
Lexus of Madison	11/12	Middleton, WI	Lexus
Maserati of Warwick	03/13	Warwick, RI	Maserati
Bentley Edison	10/13	Edison, NJ	Bentley
Jaguar/Land Rover Annapolis	10/13	Annapolis, MD	Jaguar/Land Rover
Toyota-Scion of Pharr	12/13	Pharr, TX	Toyota, Scion
Hyundai of Pharr	12/13	Pharr, TX	Hyundai
Sprinter of Bedford	02/14	Bedford, OH	Sprinter
BMW of Greenwich	03/14	Greenwich, CT	BMW
Toyota of Surprise	05/14	Surprise, AZ	Toyota, Scion
Alfa Romeo of Fayetteville	10/14	Fayetteville, AR	Alfa Romeo
Landers Alfa Romeo	10/14	Benton, AR	Alfa Romeo
Outside the U.S.			
Belfast Audi	01/12	Belfast, Ireland	Audi
Portadown Audi	01/12	Portadown, Ireland	Audi
Agnew Seat Boucher	01/12	Belfast, Ireland	Seat
Bavarian Garages (NI) Ltd.	01/12	Belfast, Ireland	BMW, MINI
Mercedes-Benz of Belfast	01/12	Belfast, Ireland	Mercedes-Benz
smart of Belfast	01/12	Belfast, Ireland	smart
Mercedes-Benz of Portadown	01/12	Portadown, Ireland	Mercedes-Benz
Stanley Motor Works	01/12	Belfast, Ireland	Suzuki, Volvo
Isaac Agnew Volkswagen	01/12	Belfast, Ireland	Volkswagen
Isaac Agnew Volkswagen Mallusk	01/12	Newtonabbey, Ireland	Volkswagen, VW-Van
Porsche Centre Belfast	01/12	Belfast, Ireland	Porsche
AutoVanti Monza	03/12	Monza, Italy	BMW, MINI
AutoVanti Bologna Quarto Inferiore	07/12	Bologna, Italy	BMW
AutoVanti Bologna Centro	07/12	Bologna, Italy	BMW (2), MINI
Guy Salmon Jaguar Stockport	10/12	Stockport, England	Jaguar
Guy Salmon Land Rover Northampton	06/13	Northampton, England	Land Rover
AutoVanti Bologna Casalecchio	07/13	Bologna, Italy	BMW, MINI
Lamborghini Leicester	09/13	Leicestershire, England	Lamborghini
AutoVanti Brianza	10/13	Desio, Italy	BMW
BluVanti Bologna Maserati	05/14	Bologna, Italy	Maserati
Skipton Volkswagen	05/14	Keighley, England	Volkswagen

In 2014, 2013 and 2012, we disposed of seven, thirty and eleven franchises, respectively, that we believe were not integral to our strategy or operations. The dispositions in 2014 principally consisted of

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four franchises in Bremen, Germany which were consolidated with our Hamburg operations. During the first quarter of 2015, we divested our car rental business which included Hertz car rental franchises in the Memphis, Tennessee market and certain markets in Indiana in light of our perceived inability to grow that business. We expect to continue to pursue acquisitions and selected dispositions in the future.

Automotive Retail Franchises. These tables exhibit our automotive retail franchises by location and manufacturer as of December 31, 2014:

Location	Franchises
Arizona	24
Arkansas	14
California	31
Connecticut	8
Florida	8
Georgia	4
Indiana	2
Maryland	2
Minnesota	2
Nevada	2
New Jersey	23
Ohio	9
Puerto Rico	14
Rhode Island	13
Tennessee	2
Texas	11
Virginia	7
Wisconsin	3
Total U.S.	179
U.K.	133
Germany	6
Italy	9
Total Non-U.S.	148
Total Worldwide	327

Franchises	U.S.	Non-U.S.	Total
BMW/MINI	21	42	63
Toyota/Lexus/Scion	41	3	44
Mercedes-Benz/Sprinter/smart	20	23	43
Audi/Volkswagen/Bentley	17	26	43
Chrysler/Jeep/Dodge/Fiat/Alfa Romeo	18		18
Honda/Acura	22	2	24
Ferrari/Maserati	7	11	18
Porsche	6	8	14
Jaguar/Land Rover	4	18	22
Lamborghini	1	4	5
Nissan/Infiniti	8		8
Cadillac/Chevrolet	5		5
Others	9	11	20
Total	179	148	327

New Vehicle Retail Sales. In 2014, we retailed 216,462 new vehicles which generated 52.3% of our retail automotive dealership revenue and 27.2% of our retail automotive dealership gross profit. We sell over 40 vehicle brands in the U.S., Puerto Rico, the U.K., Germany and Italy. New vehicles are typically acquired by dealerships directly from the manufacturer. We strive to maintain outstanding relations with the automotive manufacturers, based in part on our long-term presence in the automotive retail market, our commitment to providing premium facilities, our commitment to drive customer satisfaction, the reputation of our management team and the consistent high sales volume at our dealerships. Our dealerships finance the purchase of most new vehicles from the manufacturers through floor plan financing provided primarily by various manufacturers' captive finance companies.

Used Vehicle Retail Sales. In 2014, we retailed 181,894 used vehicles, which generated 29.8% of our retail automotive dealership revenue and 13.6% of our retail automotive dealership gross profit. We acquire used vehicles from various sources including auctions open only to authorized new vehicle dealers, public auctions, trade-ins from consumers in connection with their purchase of a new vehicle from us and lease expirations or terminations. To improve customer confidence in our used vehicle inventory, each of our dealerships participates in all available manufacturer certification processes for

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used vehicles. If certification is obtained, the used vehicle owner is typically provided benefits and warranties similar to those offered to new vehicle owners by the applicable manufacturer. Most of our dealerships have implemented software tools which assist in procuring and selling used vehicles. In the U.K., we offer used vehicles to wholesalers and other dealers via online auction.

We have employed a strategy called "Retail First" to increase our same-store used vehicle sales. Under this strategy, we have increased our efforts to retail a used vehicle to a consumer before attempting to dispose of it through the traditional wholesale process. We believe this strategy has helped to increase the number of used retail vehicle sales in 2014. We believe these strategies have resulted in greater operating efficiency and helped to reduce costs associated with maintaining optimal inventories.

Vehicle Finance, Extended Service and Insurance Sales. Finance, extended service and insurance sales represented 2.6% of our retail automotive dealership revenue and 17.6% of our retail automotive dealership gross profit in 2014. At our customers' option, our dealerships can arrange third-party financing or leasing in connection with vehicle purchases. We typically receive a portion of the cost of the financing or leasing paid by the customer for each transaction as a fee. While these services are generally non-recourse to us, we are subject to chargebacks in certain circumstances, such as default under a financing arrangement or prepayment. These chargebacks vary by finance product but typically are limited to the fee we receive. As further discussed in "Item 1A. Risk Factors," the Consumer Finance Protection Bureau has instituted regulatory proceedings which may change the way we are compensated for assisting our customers in obtaining financing, which could result in lower related revenues.

We also offer our customers various vehicle warranty and extended protection products, including extended service contracts, maintenance programs, guaranteed auto protection (known as "GAP," this protection covers the shortfall between a customer's loan balance and insurance payoff in the event of a total loss), lease "wear and tear" insurance and theft protection products. The extended service contracts and other products that our dealerships currently offer to customers are underwritten by independent third parties, including the vehicle manufacturers' captive finance companies. Similar to finance transactions, we are subject to chargebacks relating to fees earned in connection with the sale of certain extended protection products. We also offer for sale other aftermarket products, including security systems and protective coatings.

We offer finance and insurance products using a "menu" process, which is designed to ensure that we offer our customers a complete range of finance, insurance, protection, and other aftermarket products in a transparent manner. We provide training to our finance and insurance personnel to help assure compliance with internal policies and procedures, as well as applicable state regulations.

Service and Parts Sales. Service and parts sales represented 10.3% of our retail automotive dealership revenue and 41.2% of our retail automotive dealership gross profit in 2014. We generate service and parts sales in connection with warranty and non-warranty work performed at each of our dealerships. We believe our service and parts revenues benefit from the increasingly complex technology used in vehicles that makes it difficult for independent repair facilities to maintain and repair today's automobiles.

A goal of each of our dealerships is to make each vehicle purchaser a customer of our service and parts department. Our dealerships keep detailed records of our customers' maintenance and service histories, and many dealerships send reminders to customers when vehicles are due for periodic maintenance or service. Many of our dealerships have extended evening and weekend service hours for the convenience of our customers. We also offer rapid repair services such as paint-less dent repair, headlight reconditioning, wheel repairs, tire sales and windshield replacement at most of our facilities in order to offer our customers the convenience of one-stop shopping for all of their automotive requirements. We also operate 27 collision repair centers, each of which is operated as an integral part of our dealership operations.

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Fleet and Wholesale Sales. Fleet and wholesale sales represented 5.0% of our retail automotive dealership revenue and 0.4% of our retail automotive dealership gross profit in 2014. Fleet activities represent the sale of new units to customers that are deemed to not be retail customers such as cities, municipalities or rental car companies and are generally sold at contracted amounts. Wholesale activities relate to the sale of used vehicles generally to other dealers and occur at auction. Vehicles sold through this channel generally include units acquired by trade-in that do not meet certain standards or aged units.

PAG Retail Automotive Dealership Locations

The following is a list of all of our automotive dealerships as of December 31, 2014:

U.S. DEALERSHIPS

ARIZONA
Acura North Scottsdale
Audi Chandler
Audi North Scottsdale
Bentley Scottsdale
BMW North Scottsdale
Bugatti Scottsdale
Jaguar Land Rover North Scottsdale
Lamborghini North Scottsdale
Lexus of Chandler
Mercedes-Benz of Chandler
MINI North Scottsdale
MINI of Tempe
Porsche North Scottsdale
Rolls-Royce Motor Cars Scottsdale
Scottsdale Aston Martin
Scottsdale Ferrari Maserati
smart center Chandler
Sprinter @ Mercedes-Benz of Chandler
Tempe Honda
Toyota of Surprise
Volkswagen North Scottsdale

ARKANSAS
Acura of Fayetteville
Alfa Romeo Fiat of Fayetteville
Chevrolet of Fayetteville
Honda of Fayetteville
Landers Alfa Romeo Fiat
Landers Chevrolet
Landers Chrysler Jeep Dodge
Landers Ford
Toyota-Scion of Fayetteville

CALIFORNIA
Acura of Escondido
Audi Escondido
Audi Stevens Creek
BMW of San Diego
BMW of Ontario
Capitol Honda
Commonwealth Audi
Commonwealth Volkswagen
Crevier BMW
Crevier MINI
Honda North
Nissan/Infiniti San Francisco
Peter Pan BMW
Porsche of Stevens Creek
smart center San Diego
Sprinter @ Mercedes-Benz of San Diego
Toyota-Scion of Clovis

CONNECTICUT
Audi Fairfield
BMW of Greenwich
Honda of Danbury
Mercedes-Benz of Fairfield
Mercedes-Benz of Greenwich
Porsche of Fairfield
smart center Fairfield
Sprinter @ Mercedes-Benz of Fairfield

FLORIDA
Central Florida Toyota-Scion
Palm Beach Toyota-Scion
Royal Palm Mazda
Royal Palm Nissan
Royal Palm Toyota-Scion

GEORGIA
Atlanta Toyota-Scion
Honda Mall of Georgia
United BMW Gwinnett
United BMW Roswell

INDIANA
Penske Chevrolet
Penske Honda

MARYLAND
Jaguar Land Rover Annapolis

MINNESOTA
Motorwerks BMW
Motorwerks MINI

NEW JERSEY
Acura of Turnersville
Audi Turnersville
Bentley Edison
BMW of Tenafly
BMW of Turnersville
Chevrolet Cadillac of Turnersville
Ferrari Maserati of Central New Jersey
Gateway Toyota-Scion
Honda of Turnersville

OHIO
Audi Bedford
Audi Mentor
Honda of Mentor
Mercedes-Benz of Bedford
Porsche of Beachwood
smart center Bedford
Sprinter @ Mercedes-Benz of Bedford
Toyota-Scion of Bedford

RHODE ISLAND
Acura of Warwick
Audi Warwick
Bentley Providence
BMW of Warwick
Infiniti of Warwick
Lexus of Warwick
Maserati of Warwick
Mercedes-Benz of Warwick
MINI of Warwick
Nissan West Warwick
Porsche of Warwick
smart center Warwick
Sprinter @ Mercedes-Benz of Warwick

TENNESSEE
Wolfchase Toyota-Scion

TEXAS
BMW of Austin
Honda of Spring
Hyundai of Pharr
MINI of Austin
Round Rock Honda
Round Rock Hyundai
Round Rock Toyota-Scion
Spring Branch Honda
Toyota-Scion of Pharr

VIRGINIA
Audi Chantilly
Audi Tysons Corner
Mercedes-Benz of Chantilly
Mercedes-Benz of Tysons Corner
Porsche of Tysons Corner
smart center Tysons Corner
Sprinter @ Mercedes Benz of Chantilly

WISCONSIN

Honda of Escondido	Hudson Chrysler Jeep Dodge	East Madison Toyota-Scion
Kearny Mesa Acura	Hudson Nissan	Lexus of Madison
Kearny Mesa Toyota-Scion	Hudson Toyota-Scion	***PUERTO RICO***
Lexus San Diego	Hyundai of Turnersville	Lexus de Ponce
Los Gatos Acura	Lexus of Bridgewater	Lexus de San Juan
Marin Honda	Lexus of Edison	Triangle Chrysler Jeep Dodge de Ponce
Mazda of Escondido	Nissan of Turnersville	Triangle Chrysler Jeep Dodge Fiat del Oeste
Mercedes-Benz of San Diego	Toyota-Scion of Turnersville	Triangle Honda 65 de Infanteria
MINI of Marin	***NEW YORK***	Triangle Nissan del Oeste
MINI of Ontario	BMW of Mamaroneck	Triangle Toyota-Scion de San Juan
MINI of San Diego		Triangle Fiat de Ponce

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NON-U.S. DEALERSHIPS

U.K.

Audi
Belfast Audi
Bradford Audi
Derby Audi
Harrogate Audi
Huddersfield Audi
Leeds Audi
Leicester Audi
Audi City London
Nottingham Audi
Portadown Audi
Reading Audi
Slough Audi
Wakefield Audi
West London Audi

Bentley
Bentley Birmingham
Bentley Edinburgh
Bentley Leicester
Bentley Manchester

BMW/MINI
Bavarian Garages (NI) Ltd.
Sytner Birmingham
Sytner City Canary Wharf
Sytner Cardiff
Sytner Chigwell
Sytner Coventry
Sytner Harold Wood
Sytner High Wycombe
Sytner Leicester
Sytner Maidenhead
Sytner Newport
Sytner Nottingham
Sytner Oldbury
Sytner Sheffield
Sytner Slough
Sytner Solihull
Sytner Sunningdale
Sytner Sutton Coldfield

Ferrari/Maserati
Graypaul Birmingham
Graypaul Edinburgh
Graypaul Nottingham
Maranello Ferrari/Maserati

Honda
Gatwick Honda
Redhill Honda

Jaguar/Land Rover
Guy Salmon Jaguar Coventry
Guy Salmon Jaguar/Land Rover Ascot
Guy Salmon Jaguar/Land Rover Maidstone
Guy Salmon Jaguar/Land Rover Thames Ditton
Guy Salmon Jaguar Northampton
Guy Salmon Jaguar Stockport
Guy Salmon Land Rover Bristol
Guy Salmon Land Rover Coventry
Guy Salmon Land Rover Knutsford
Guy Salmon Land Rover Northampton
Guy Salmon Land Rover Portsmouth
Guy Salmon Land Rover Sheffield
Guy Salmon Land Rover Stockport
Guy Salmon Land Rover Stratford-upon-Avon
Guy Salmon Land Rover Wakefield

Lamborghini
Lamborghini Birmingham
Lamborghini Edinburgh
Lamborghini Leicester

Lexus
Lexus Bristol
Lexus Leicester
Lexus Milton Keynes

McLaren
McLaren Manchester

Mercedes-Benz/smart
Mercedes-Benz of Bath
Mercedes-Benz of Bedford
Mercedes-Benz of Carlisle
Mercedes-Benz of Cheltenham and Gloucester
Mercedes-Benz of Newbury
Mercedes-Benz of Portadown
Mercedes-Benz of Sunderland
Mercedes-Benz of Weston-Super-Mare
Mercedes-Benz/smart of Belfast
Mercedes-Benz/smart of Bristol
Mercedes-Benz/smart of Milton Keynes
Mercedes-Benz/smart of Newcastle
Mercedes-Benz/smart of Northampton
Mercedes-Benz/smart of Swindon
Mercedes-Benz/smart of Teesside

Porsche
Porsche Centre Belfast
Porsche Centre Edinburgh
Porsche Centre Glasgow
Porsche Centre Leicester
Porsche Centre Mid-Sussex
Porsche Centre Silverstone
Porsche Centre Solihull

Rolls-Royce
Rolls-Royce Motor Cars Manchester
Rolls-Royce Motor Cars Sunningdale

Suzuki
Stanley Motor Works

Volkswagen
Agnew Auto Exchange
Agnew SEAT Boucher
Isaac Agnew Volkswagen
Isaac Agnew Volkswagen Mallusk
Huddersfield SEAT
Harrogate Volkswagen
Huddersfield Volkswagen
Leeds Volkswagen
Skipton Volkswagen

Volvo
Stanley Motor Works
Tollbar Warwick

GERMANY
Porsche Zentrum Manheim (Porsche)
Tamsen GmbH Hamburg (Aston Martin, Bentley, Ferrari, Maserati, Lamborghini)

ITALY
AutoVanti Monza (BMW, MINI)
AutoVanti Bologna Casalecchio (BMW, MINI)
AutoVanti Bologna Quarto Inferiore (BMW)
AutoVanti Bologna Centro (BMW, MINI)
AutoVanti Brianza (BMW)
BluVanti Bologna Maserati

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We also own 50% of the following dealerships:

GERMANY
Aix Automobile GmbH (Toyota)
Audi Zentrum Aachen (Audi)
Autohaus Krings (Skoda)
Autohaus Nix GmbH (Toyota (4), Lexus, Volkswagen)
Autohaus Piper GmbH & Co. KG (Volkswagen, Skoda (2))
Jacobs Automobile Aachen GmbH (Citroën, Kia)
Jacobs Automobile Düren (SEAT, Volkswagen, Audi)
Jacobs Automobile Eifel (Audi, Volkswagen)
Jacobs Automobile Eschweiler (Volkswagen)
Jacobs Automobile Geilenkirchen (Volkswagen, Audi)
Jacobs Automobile Stolberg GmbH (Volkswagen)
Jacobs Sportwagen GmbH (Maserati)
Sirries Automobile GmbH (Volkswagen, Audi, Skoda)
TCD GmbH (Toyota)
Volkswagen Zentrum Aachen (Volkswagen)
Wolff & Meier GmbH (Volkswagen, Skoda)
Zabka Automobile GmbH (Volkswagen, Audi, SEAT)

SPAIN
Barcelona Premium Littoral (BMW, MINI)
Barcelona Premium General Mitre (BMW, MINI)
Barcelona Premium Placa Cerda (BMW, MINI)
Barcelona Premium Sant Boi (BMW, MINI)

U.S.
Penske-Wynn Ferrari/Maserati (Nevada)
MAX BMW Motorcycles (Connecticut)
MAX BMW Motorcycles (New Hampshire)
MAX BMW Motorcycles (New York)

Retail Commercial Vehicle Dealership Operations

In November 2014, we acquired a controlling interest in The Around The Clock Freightliner Group ("PCV US"), a heavy and medium duty truck dealership group located in Texas, Oklahoma and New Mexico, and now own 91% of that business. PCV US operates sixteen locations, including ten full-service dealerships offering principally Freightliner, Western Star, and Sprinter-branded trucks. Two of these locations, Freightliner of Chattanooga and Freightliner of Knoxville, were acquired in February 2015. PCV US also offers a full range of used trucks available for sale as well as service and parts departments, many of which are open 24 hours a day, seven days a week. From our acquisition on November 1, 2014 through December 31, 2014, this business generated $125.6 million of revenue.

The following table sets forth the locations of our retail commercial vehicle dealerships:

GEORGIA
Freightliner of Chattanooga

NEW MEXICO
Clovis Truck & Trailer Sales (Used only)

OKLAHOMA
ATC Freightliner Ardmore
ATC Freightliner Elk City (Parts only)
ATC Freightliner Muskogee (Parts & Service)
ATC Freightliner Oklahoma City
ATC Freightliner Tulsa

TENNESSEE
Freightliner of Knoxville

TEXAS
West Texas Truck Center Amarillo
ATC Freightliner Arlington (Parts & Service)
ATC Freightliner Dallas (North)
ATC Freightliner Dallas (South)
ATC Freightliner Fort Worth
West Texas Truck Center Midland (Parts)
ATC Freightliner North Texas (Parts & Service)
West Texas Truck Center Odessa

Headquartered in Dallas, Texas, PCV US serves thousands of customers, both in and traveling through the southwest, through its dealerships principally located in Oklahoma and North Central Texas. These dealerships provide the same suite of services as our automotive dealerships, offering new trucks and vans, a large selection of used trucks for sale, a full range of parts, maintenance and repair services, and finance and insurance options for its customers by facilitating truck and trailer financing and leasing, extended maintenance plans, physical damage insurance, gap insurance, roadside relief and other programs.

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The necessity of repairing trucks for our customers is a key differentiation for our commercial vehicle dealerships and we provide around-the-clock service in certain locations to our customers to get our customers' commercial trucks back on the road so they can complete their routes. Many of the service and parts departments are conveniently open 24 hours every day and 7 days each week to better serve our customers. PCV US also carries an extensive inventory of parts for the new and used trucks they sell and service, including for FUSO trucks and Thomas buses, and other makes of medium and heavy duty trucks.

Similar to our automotive retail business, PCV US is committed to providing outstanding brands and superior customer service in premium facilities. For example, our Dallas Freightliner location offers a state-of-the-art facility with over 200,000 square feet of climate controlled office space, service shops, customer amenities, parts inventory storage, and a 4,000 square foot parts showroom. This facility sits on almost 24 acres of property and is equipped with 80 full service truck bays, open 24 hours a day 7 days a week, with a full suite of on-hand parts inventory. Guests of Dallas Freightliner enjoy a television lounge with HDTV theater seating, a large comfortable customer lounge with lockers, laundry and shower facilities, on-site trailer parking, and free recreational vehicle electrical hook-up.

Commercial Vehicle Distribution Operations

On August 30, 2013, we acquired Western Star Trucks Australia, the exclusive importer and distributor of Western Star heavy duty trucks (a Daimler brand), MAN heavy and medium duty trucks and buses (a VW Group brand), and Dennis Eagle refuse collection vehicles, together with associated parts across Australia, New Zealand and portions of the Pacific. This business generated $387.0 million of revenue in 2014 through the distribution and retail sale of vehicles and parts to a network of more than 70 dealership locations.

Our local headquarters is located outside Brisbane, Australia, which is the country's third largest city. Our headquarters includes administrative facilities as well as a 167,000 square foot parts distribution center and an 85,000 square foot production center. We also have a 13,000 square foot parts distribution center in Auckland, New Zealand.

Western Star trucks are manufactured by Daimler Trucks North America in Portland, Oregon. These technologically advanced, custom-built vehicles are ordered by customers to meet their particular needs for hauling, mining, logging and other heavy-duty applications. We are also the exclusive importer of MAN trucks and buses. MAN Truck and Bus, a VW Group company, is a leading producer of medium and heavy duty trucks as well as city and coach buses. These cab-forward, fuel efficient vehicles are principally produced in several sites in Germany. Dennis Eagle refuse collection vehicles are manufactured by Ros Roca in Warwick, England. Together these brands represented 8.4% of heavy duty truck units sold in Australia during 2014.

Our commercial vehicle distribution operations include three retail commercial vehicle distribution points. The Brisbane Truck Centre in Brisbane, Australia is the second largest retailer of Western Star Trucks in Australia by volume. The remaining two points are in Auckland, New Zealand and Tauranga, New Zealand, which together represent the largest retailer of Western Star Trucks by volume in New Zealand. We finance our purchases of these vehicles under a floor plan agreement with a local Daimler affiliate with terms similar to our other floor plan agreements.

MTU-DDA. On October 1, 2014, we acquired MTU Detroit Diesel Australia Pty Ltd. ("MTU-DDA"), a leading distributor of diesel and gas engines and power systems including MTU, Detroit Diesel, Mercedes-Benz Industrial, Allison Transmission and MTU Onsite Energy. MTU-DDA offers products across the on- and off-highway markets in Australia, New Zealand and the Pacific, including trucking, mining, power generation, construction, industrial, rail, marine, agriculture, oil & gas and defense and supports full parts and aftersales service through a network of 15 branches, 13 field service locations and 78 dealers across the region. The on-highway portion of this business complements our existing Penske Commercial Vehicles Australia distribution business. From our acquisition on October 1, 2014 through December 31, 2014, this business generated $52.5 million of revenue in 2014.

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MTU-DDA's principal headquarters is located at its Melbourne branch, a 17,000 square foot workshop/office facility. In addition to sales, distribution and full product repair capability, this facility includes the offices for national sales, engineering and marketing, a regional training facility and a regional engineering center. In addition, MTU-DDA operates a corporate office based at its Sydney (Chipping Norton) branch, an 18,000 square foot facility dedicated to corporate activities and distribution and product repair capability. MTU-DDA operates additional branch facilities across Australia and in Auckland, New Zealand.

MTU-DDA's 78 dealers are strategically located throughout Australia, New Zealand and the Pacific. Most of the dealers (70) represent the Detroit Diesel brand, with the majority aligned to Western Star and/or Freightliner Truck manufacturers. The remaining dealers represent the MTU (4) and Allison Transmission (4) brands. The "off-highway" business of MTU-DDA principally includes the sale of power systems by MTU-DDA directly to customers in the commercial, defense and maritime sectors, and to several dealers. MTU-DDA conducts the business through its 15 branch locations and utilizes mobile field service units travelling directly to customer premises.

Penske Truck Leasing

We hold a 9.0% ownership interest in PTL, a leading provider of transportation and supply chain services. PTL operates and serves customers in North America, South America, Europe, Asia and Australia. Product lines include full-service truck leasing, truck rental and contract maintenance in North America and logistics services such as dedicated contract carriage, distribution center management, transportation management and acting as lead logistics provider. Globally, PTL has a highly diversified customer base ranging from individual consumers to multi-national corporations across industries such as food and beverage, manufacturing, transportation, automotive, healthcare, and retail.

Full-service truck leasing, truck rental and contract maintenance. Full-service truck leasing, truck rental and contract maintenance of commercial trucks constitutes PTL's largest business. PTL, one of the largest purchasers of commercial trucks in North America, manages a fleet of approximately 207,000 trucks, tractors and trailers, consisting of approximately 144,000 vehicles owned by PTL and operated by its customers under full-service leases and rental agreements and approximately 63,000 customer-owned and operated vehicles for which PTL provides contract maintenance services. PTL's commercial and consumer rental fleet consists of approximately 58,000 vehicles for use by its full-service truck leasing, small business and consumer customers for periods ranging from less than a day to 12 months.

Commercial customers often outsource to PTL to reduce the complexity and cost of vehicle ownership. PTL integrates most aspects of fleet management, including the provision of custom configured equipment and the delivery of a package of support and maintenance services, as well as making additional short-term rental vehicles available to its contract customers. Its broad service offering has enabled its customers to reduce the large number of vendors that an in-house fleet manager must coordinate. The services provided under its full-service lease and contract maintenance agreements generally include preventive maintenance, advanced diagnostics, emergency road service, fleet services, safety programs and fuel services through its network of approximately 680 locations across the United States and Canada. Its commercial rental operations offer short-term availability of tractors, trucks and trailers, typically to accommodate seasonal, emergency and other temporary needs. A significant portion of these rentals are to existing full-service leasing and contract maintenance customers that are seeking flexibility in their fleet management.

For consumer customers, PTL provides short-term rental of light- and medium-duty trucks on a one-way and local basis, typically to transport household goods. Customers typically include local small businesses and individuals seeking a do-it-yourself solution to their moving needs. Its consumer fleet consists generally of late model vehicles ranging in size from small vans to 26-foot trucks. Its consumer

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rentals are conducted through approximately 1,800 independent rental agents and 330 of its PTL-operated leasing and rental facilities.

Logistics. PTL's logistics business offers an extensive variety of services, including dedicated contract carriage, distribution center management, transportation management and lead logistics provider. PTL coordinates services for its customers across the supply chain, including: inbound material flow, handling and packaging, inventory management, distribution and technologies, and sourcing of third-party carriers. These services are available individually or on a combined basis and often involve its associates performing services at the customer's location. By offering a scalable series of products to its customers, PTL can manage the customer's entire supply chain or any stand-alone service. It also utilizes specialized software that enables real-time fleet visibility and provides reporting metrics, giving customers detailed information on fuel economy and other critical supply chain costs. PTL's international logistics business has approximately 350 locations in North America, South America, Europe and Asia, with recently expanded logistics operations in India.

Industry Information

Approximately 62% of our automotive dealership revenues are generated in the U.S., which in 2014 was the world's second largest automotive retail market as measured by units sold. In 2014, sales of new cars and light trucks were approximately 16.5 million units, an increase of 5.9% from 2013, and were generated at approximately 17,953 franchised new-car dealerships as of January 1, 2015. According to the latest available data from the National Automobile Dealers Association, dealership revenue is derived as follows: 57% from new vehicle sales, 31% from used vehicle sales and 12% from service and parts sales. Dealerships also offer a wide range of higher-margin products and services, including extended service contracts, financing arrangements and credit insurance. The National Automobile Dealers Association figures noted above include finance and insurance revenues within either new or used vehicle sales, as sales of these products are usually incremental to the sale of a vehicle.

We also operate in Germany, the U.K., Italy, and Spain, which represented the first, second, fourth, and fifth largest automotive retail markets, respectively, in Western Europe in 2014, and accounted for approximately 64% of the total vehicle sales in Western Europe. Unit sales of automobiles in Western Europe were approximately 12.1 million in 2014, a 4.8% increase compared to 2013. In Germany, the U.K., Italy, and Spain, new car sales were approximately 3.0 million, 2.5 million, 1.4 million and 0.9 million units, respectively, in 2014.

In the U.S., publicly held automotive retail groups account for less than 10% of total industry revenue. Although significant consolidation has already taken place, the industry remains highly fragmented, with more than 90% of the U.S. industry's market share remaining in the hands of smaller regional and independent players. The Western European automotive retail market is similarly fragmented. We believe that further consolidation in these markets is probable due to the significant capital requirements of maintaining manufacturer facility standards and the limited number of viable alternative exit strategies for dealership owners.

In 2014, North America sales of Class 5-8 medium and heavy-duty trucks, the principal vehicles for our PCV US business, were approximately 498,000 units, an increase of 12.4% from 2013. The largest market, Class 8 heavy-duty trucks, increased 13.2% to 286,000 units from 252,600 units in 2013 and our principal brands, Freightliner and Western Star, represent approximately 35.7% of that market.

Our commercial vehicle distribution business operates principally in Australia and New Zealand. In 2014, medium and heavy duty truck sales in Australia and New Zealand combined were 20,510 units, representing an increase of 1.0% from 2013. The products we distribute (and sell at three retail outlets) represent approximately 6.2% of the combined medium and heavy duty truck market in Australia and New Zealand.

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Generally, new vehicle unit sales are cyclical and, historically, fluctuations have been influenced by factors such as manufacturer incentives, interest rates, fuel prices, unemployment, inflation, weather, the level of personal discretionary spending, credit availability, consumer confidence and other general economic factors. However, from a profitability perspective, automotive and truck retailers have historically been less vulnerable than manufacturers and parts suppliers to declines in new vehicle sales. We believe this is due to the retailers' more flexible expense structure (a significant portion of the retail industry's costs are variable) and their diversified revenue streams such as used vehicle sales and service and parts sales. In addition, manufacturers may offer various dealer incentives when sales are slow, which further increases the volatility in profitability for manufacturers and may help to decrease volatility for automotive retailers.

Business Description

Information Technology and Customer Privacy

We consolidate financial, accounting and operational data received from our local operations through private data communications networks. Local operating data is gathered and processed through individual systems utilizing common centralized management systems predominately licensed from, and in many cases operated by, third-parties. Our local systems follow our standardized accounting procedures and are compliant with any guidelines established by our vehicle manufacturers. Our database technology allows us to extract and aggregate data from the systems in a consistent format to generate consolidated financial and operational analysis. These systems also allow us to access detailed information for each individual location, as a group, or on a consolidated basis. Information we can access includes, among other things, inventory, cash, unit sales, the mix of new and used vehicle sales and sales of aftermarket products and services. Our ability to access this data allows us to continually analyze our local results of operations and financial position so as to identify areas for improvement.

We utilize common customer relationship management systems that assist us in identifying customer opportunities and responding to customer inquiries. We utilize compliance systems that assist us with our regulatory obligations and assist us in maintaining the privacy of the information we receive from customers that we collect, process, and retain in the normal course of our business. We have adopted rigorous customer information safeguard programs and "red flag" policies to assist us in maintaining customer privacy.

As part of our business model, we receive personal information regarding customers, associates and vendors, from various online and offline channels. Our internal and third-party systems are under a moderate level of risk from hackers or other individuals with malicious intent to gain unauthorized access to our systems. Cyber-attacks are growing in number and sophistication thus presenting an ongoing threat to systems, whether internal or external, used to operate the business on a day to day basis. We perform periodic control testing and audits on our systems. Despite these measures, our facilities and systems, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, or other events. Any security breach or event resulting in the unauthorized disclosure of confidential information, or degradation of services provided by critical business systems, whether by us directly or our third-party service providers, could adversely affect our business operations, sales, reputation with current and potential customers, associates or vendors, as well as other operational and financial impacts derived from investigations, litigation, imposition of penalties, or other means.

Marketing

Our dealership advertising and marketing efforts are focused at the local market level with support from corporate marketing. Our marketing strategy employs various media for our dealership marketing activities, focusing increasingly on the Internet and other digital media, including individual dealership websites, as well as corporate websites such as PenskeCars.com, PenskeAutomotive.com and

Sytner.co.uk. We also utilize traditional marketing avenues in select markets, including targeted newspaper, direct mail, magazine, television, and radio advertising.

Manufacturers supplement our local and regional advertising efforts through advertising campaigns promoting their brands. The manufacturers also provide attractive financing packages and other incentive programs to our customers. In an effort to increase efficiencies, we focus on common marketing metrics and business practices across our dealerships, as well as negotiating enterprise arrangements for key marketing providers. We utilize a single customer relationship management tool in the U.S. in order to enhance customer communication, lead nurturing, track return on investment and reduce costs.

We aggressively leverage the Internet to attract and retain customers. We believe the majority of our customers consult the Internet for information when shopping for a vehicle and we attempt to generate sales from our customers who are using our websites to research, compare and evaluate vehicles. We also endeavor to optimize our websites to improve search engine rankings and drive more organic website traffic. Our digital focus areas also include social media, search engine management, video, reputation management and online chat. These areas assist in creating high visibility for our websites and relevance on sites like Google, Yahoo, Bing and others.

In order to attract customers and enhance our customer service, each of our dealerships maintains its own website store front. All of our dealership websites leverage consistent functionality and design formats while ensuring standards and requirements are met for each manufacturer. This allows us to minimize costs and benefit from consistent processes across our dealerships. The manufacturers' websites, in addition to our corporate websites, serve as lead generating tools to our dealerships. In the U.K., manufacturers also provide a website for the dealership. Importantly, when customers access our dealership websites with mobile devices such as a smartphone or a tablet, we present these websites in a format that allows for a successful customer experience through optimization of our sites regardless of the device.

We advertise our U.S. and U.K. automotive retail new and pre-owned vehicle inventory online through PenskeCars.com and Sytner.co.uk, respectively. These websites are designed to make it easy for consumers, employees and partners to view and compare on average over 55,000 new, certified and pre-owned vehicles. These sites, together with our dealership websites, provide consumers a simple method to schedule maintenance and repair services at their local Penske Automotive dealership and view extensive vehicle information, including photos, prices, promotions, videos and third party vehicle history reports for pre-owned vehicles. Customers may also download our PenskeCars.com app to access our vehicle inventory, contact dealers and schedule service at their convenience.

We encourage interaction with our customers on various popular social media sites. As an example, each of our dealerships maintains a Facebook property to bring in new customers to our dealership, focus on community involvement and enhance repeat and referral business. We also leverage our corporate social media efforts and partners to benefit our dealerships and create a strong sense of community.

In Australia and New Zealand, we market our commercial vehicles and other products principally through our network of dealership and service locations, supported by corporate level marketing efforts. We separate our marketing by brand in Australia. We market to customers at various trade shows and other industry events in Australia and New Zealand, which presents the opportunity to approach fleet managers with new products and offerings. We also employ racing and other local sponsorships to generate brand awareness in our markets. Our internet marketing leverages manufacturer websites supplemented by our brand specific websites to promote our brands. We rely on our dealerships and service locations to market to local customers, though we typically assign a regional sales manager to oversee local dealer marketing efforts.

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Agreements with Vehicle Manufacturers

We operate our dealerships under separate agreements with the manufacturers or distributors of each brand of vehicle sold at that dealership. These agreements are typical throughout the industry and may contain provisions and standards governing almost every aspect of the dealership, including ownership, management, personnel, training, maintenance of a minimum of working capital, net worth requirements, maintenance of minimum lines of credit, advertising and marketing activities, facilities, signs, products and services, maintenance of minimum amounts of insurance, achievement of minimum customer service standards and monthly financial reporting. In addition, the General Manager and/or the owner of a dealership typically cannot be changed without the manufacturer's consent. In exchange for complying with these provisions and standards, we are granted the non-exclusive right to sell the manufacturer's or distributor's brand of vehicles and related parts and warranty services at our dealership. The agreements also grant us a non-exclusive license to use each manufacturer's trademarks, service marks and designs in connection with our sales and service of its brand at our dealership.

Some of our agreements, including those with BMW, Honda, Mercedes-Benz and Toyota, expire after a specified period of time, ranging from one to six years. Manufacturers have generally not terminated our franchise agreements, and our franchise agreements with fixed terms have typically been renewed without substantial cost. We currently expect the manufacturers to renew all of our franchise agreements as they expire. In addition, certain agreements with the manufacturers limit the total number of dealerships of that brand that we may own in a particular geographic area and, in some cases, limit the total number of their vehicles that we may sell as a percentage of a particular manufacturer's overall sales. Manufacturers may also limit the ownership of stores in contiguous markets. We have reached certain geographical limitations with certain manufacturers in the U.S. and U.K. Where these limits are reached, we cannot acquire additional franchises of those brands in the relevant market unless we can negotiate modifications to the agreements. We may not be able to negotiate any such modifications.

Many of these agreements also grant the manufacturer or distributor a security interest in the vehicles and/or parts sold by them to the dealership, as well as other dealership assets, and permit them to terminate or not renew the agreement for a variety of causes, including failure to adequately operate the dealership, insolvency or bankruptcy, impairment of the dealer's reputation or financial standing, changes in the dealership's management, owners or location without consent, sales of the dealership's assets without consent, failure to maintain adequate working capital or floor plan financing, changes in the dealership's financial or other condition, failure to submit required information to them on a timely basis, failure to have any permit or license necessary to operate the dealership, and material breaches of other provisions of the agreement. In the U.S., these termination rights are subject to state franchise laws that limit a manufacturer's right to terminate a franchise. In the U.K., we operate without such local franchise law protection (see "Regulation" below).

Our agreements with manufacturers or distributors usually give them the right, in some circumstances (including upon a merger, sale, or change of control of the company, or in some cases a material change in our business or capital structure), to acquire the dealerships from us at fair market value. For example, our agreement with General Motors provides that, upon a proposed purchase of 20% or more of our voting stock by any new person or entity or another manufacturer (subject to certain exceptions), an extraordinary corporate transaction (such as a merger, reorganization or sale of a material amount of assets) or a change of control of our board of directors, General Motors has the right to acquire all assets, properties and business of any General Motors dealership owned by us for fair value. Some of our agreements with other major manufacturers, including Honda and Toyota, contain provisions similar to the General Motors provisions.

With respect to our commercial vehicle distribution operations in Australia and New Zealand, we are party to distributor agreements with each manufacturer of products we distribute pursuant to which we are the distributor of these products in those countries and nearby markets. The agreements govern all aspects of our distribution rights, including sales and service activities, service and warranty terms, use of intellectual property, promotion and advertising provisions, pricing and payment terms, and indemnification requirements. The agreement with Western Star expires in 2025, the agreement with MTU expires in 2024 and the agreement with Detroit Diesel expires in 2025. We also are party to shipping agreements with respect to importing those products. For each of our dealers, we have signed a franchise agreement with terms that set forth the dealer's obligations with respect to the sales and servicing of these vehicles.

Competition

Dealership. We believe that the principal factors consumers consider when determining where to purchase a vehicle are the marketing campaigns conducted by manufacturers, the ability of dealerships to offer a wide selection of the most popular vehicles, the location of dealerships and the quality of the customer experience. Other factors include customer preference for particular brands of vehicles, pricing (including manufacturer rebates and other special offers) and warranties. We believe that our dealerships are competitive in all of these areas.

The automotive and truck retail industry is currently served by franchised dealerships, independent used vehicle dealerships and individual consumers who sell used vehicles in private transactions. For new vehicle sales, we compete primarily with other franchised dealers in each of our marketing areas, relying on our premium facilities, superior customer service, advertising and merchandising, management experience, sales expertise, reputation and the location of our dealerships to attract and retain customers. Each of our markets may include a number of well-capitalized competitors, including in certain instances dealerships owned by manufacturers and national and regional retail chains. In our retail commercial vehicle dealership operations, we compete with other manufacturers and retailers of medium and heavy duty truck such as Ford, International Kenworth, Mack, Peterbilt and Volvo. We also compete with dealers that sell the same brands of new vehicles that we sell and with dealers that sell other brands of new vehicles that we do not represent in a particular market. Our new vehicle dealership competitors have franchise agreements which give them access to new vehicles on the same terms as us. Automotive dealers also face competition in the sale of new vehicles from purchasing services and warehouse clubs. With respect to arranging financing for our customers' vehicle purchases, we compete with a broad range of financial institutions such as banks and local credit unions.

For used vehicle sales, we compete in a highly fragmented market which sells more than 40 million units annually through other franchised dealers, independent used vehicle dealers, automobile rental agencies, purchasing services, private parties and used vehicle "superstores" for the procurement and resale of used vehicles. We compete with other franchised dealers to perform warranty repairs, and with other dealers, franchised and non-franchised service center chains, and independent garages for non-warranty repair and routine maintenance business. We compete with other dealers, franchised and independent aftermarket repair shops, and parts retailers in our parts operations. We believe that the principal factors consumers consider when determining where to purchase vehicle parts and service are price, the use of factory-approved replacement parts, facility location, the familiarity with a manufacturer's brands and the quality of customer service. A number of regional or national chains offer selected parts and services at prices that may be lower than our prices.

We believe the majority of consumers are utilizing the Internet and other digital media in connection with the purchase of new and used vehicles. Accordingly, we face increased competition from online vehicle websites, including those developed by manufacturers and other dealership groups. Consumers can use the Internet and other digital media to compare prices for vehicles and related services, which may result in reduced margins for new vehicles, used vehicles and related services.

Commercial Vehicle Distribution. With respect to our commercial vehicle distribution operations in Australia and New Zealand, we compete with manufacturers, distributors, and retailers of other vehicles and products in our markets. The medium and heavy duty trucks we distribute (and sell at three retail outlets) represented approximately 6.2% of the combined medium and heavy duty truck market in Australia and New Zealand in 2014.

PTL. As an alternative to using PTL's full-service truck leasing or contract maintenance services, PTL believes that most potential customers perform some or all of these services themselves. They may also purchase similar or alternative services from other third-party vendors. PTL's full-service truck leasing operations compete with companies providing similar services on a national, regional and local level. PTL's contract maintenance offering competes primarily with truck and trailer manufacturers and independent dealers who provide maintenance services. Its commercial and consumer rental operations compete with several other nationwide truck rental systems, a large number of truck leasing and rental companies with multiple branches operating on a regional basis, and many similar companies operating primarily on a local basis. Its logistics business competes with other dedicated logistics providers, transportation management businesses, freight brokers, warehouse providers and truckload carriers on a national, regional and local level, as well as with the internal supply chain functions of prospective customers who rely on their own resources for logistics management.

Employees and Labor Relations

As of December 31, 2014, we employed approximately 22,100 people, approximately 670 of whom were covered by collective bargaining agreements with labor unions. We consider our relations with our employees to be satisfactory. Our policy is to motivate our key managers through, among other things, variable compensation programs tied principally to local profitability. Due to our reliance on vehicle manufacturers, we may be adversely affected by labor strikes or work stoppages at the manufacturers' facilities.

Regulation

We operate in a highly regulated industry and a number of regulations affect the marketing, selling, financing, servicing, and distribution of vehicles. Under the laws of the jurisdictions in which we currently operate, we typically must obtain a license in order to establish, operate or relocate a dealership, or operate a repair facility. These laws also regulate our conduct of business, including our advertising, operating, financing, employment, distribution and sales practices. Other laws and regulations include franchise laws and regulations, environmental laws and regulations (see "Environmental Matters" below), laws and regulations applicable to new and used motor vehicle dealers, as well as privacy, identity theft prevention, wage-hour, anti-discrimination and other employment practices laws.

Our financing activities with customers are subject to truth-in-lending, consumer leasing, equal credit opportunity and similar regulations, as well as motor vehicle finance laws, installment finance laws, insurance laws, usury laws and other installment sales laws. Some jurisdictions regulate finance fees that may be paid as a result of vehicle sales. In recent years, private plaintiffs, state attorneys general and federal agencies in the U.S. have increased their scrutiny of advertising, sales, and finance and insurance activities in the sale and leasing of motor vehicles. As further discussed in "Item 1A. Risk Factors," the Consumer Finance Protection Bureau has instituted regulatory proceedings which may change the way we are compensated for assisting our customers in obtaining financing, which could result in lower related revenues.

In the U.S., we benefit from the protection of numerous state franchise laws that generally provide that a manufacturer or distributor may not terminate or refuse to renew a franchise agreement unless it has first provided the dealer with written notice setting forth good cause and stating the grounds for termination or non-renewal. Some state franchise laws allow dealers to file protests or petitions or to attempt to comply with the manufacturer's criteria within the notice period to avoid the termination or

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non-renewal. Europe generally does not have these laws and, as a result, our European dealerships operate without these types of protections.

Environmental Matters

We are subject to a wide range of environmental laws and regulations, including those governing discharges into the air and water, the operation and removal of aboveground and underground storage tanks, the use, handling, storage and disposal of hazardous substances and other materials and the investigation and remediation of environmental contamination. Our business involves the generation, use, handling and contracting for recycling or disposal of hazardous or toxic substances or wastes, including environmentally sensitive materials such as motor oil, filters, transmission fluid, antifreeze, refrigerant, batteries, solvents, lubricants, and fuel. We have incurred, and will continue to incur, capital and operating expenditures and other costs in complying with such laws and regulations.

Our operations involving the management of hazardous and other environmentally sensitive materials are subject to numerous requirements. Our business also involves the operation of storage tanks containing such materials. Storage tanks are subject to periodic testing, containment, upgrading and removal under applicable law. Furthermore, investigation or remediation may be necessary in the event of leaks or other discharges from current or former underground or aboveground storage tanks. In addition, water quality protection programs govern certain discharges from some of our operations. Similarly, certain air emissions from our operations, such as auto body painting, may be subject to relevant laws. Various health and safety standards also apply to our operations.

We may have liability in connection with materials that are sent to third-party recycling, treatment, and/or disposal facilities under the U.S. Comprehensive Environmental Response, Compensation and Liability Act and comparable statutes. These statutes impose liability for investigation and remediation of contamination without regard to fault or the legality of the conduct that contributed to the contamination. Responsible parties under these statutes may include the owner or operator of the site where the contamination occurred and companies that disposed or arranged for the disposal of the hazardous substances released at these sites.

An expanding trend in environmental regulation is to place more restrictions and limitations on activities that may affect the environment. Vehicle manufacturers are subject to federally mandated corporate average fuel economy standards, which will increase substantially through 2025. Furthermore, in response to concerns that emissions of carbon dioxide and certain other gases, referred to as "greenhouse gases," may be contributing to warming of the Earth's atmosphere, climate change-related legislation and policy changes to restrict greenhouse gas emissions are being considered, or have been implemented, at state and federal levels. Furthermore, numerous states, including California, have adopted or are considering requiring the sale of specified numbers of zero-emission vehicles. Significant increases in fuel economy requirements or new federal and state restrictions on emissions of carbon dioxide on vehicles and automobile fuels in the U.S. could adversely affect prices of and demand for the vehicles that we sell.

We have a proactive strategy related to environmental, health and safety compliance, which includes contracting with third-parties to inspect our facilities periodically. We believe that we do not have any material environmental liabilities and that compliance with environmental laws and regulations will not, individually or in the aggregate, have a material effect on us. However, soil and groundwater contamination is known to exist at certain of our current or former properties. Further, environmental laws and regulations are complex and subject to change. In addition, in connection with our acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. Compliance with current, amended, new or more stringent laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us, and such expenditures could be material.

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Insurance

Our business is subject to substantial risk of loss due to significant concentrations of property value, including vehicles and parts at our locations. In addition, we are exposed to liabilities arising out of our operations such as employee claims, customer claims and claims for personal injury or property damage, and potential fines and penalties in connection with alleged violations of regulatory requirements. We attempt to manage such risks through loss control and risk transfer utilizing insurance programs which are subject to specified deductibles and significant retentions. Certain insurers have limited available property coverage in response to the natural catastrophes experienced in recent years. As a result, we are exposed to uninsured and underinsured losses that could have a material adverse effect on us.

Available Information

For selected financial information concerning our various operating and geographic segments, see Note 17 to our consolidated financial statements included in Item 8 of this report. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Exchange Act are available free of charge through our website, www.penskeautomotive.com, under the tab "Investor Relations" as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). You may read or copy any materials we filed with the SEC at the SEC's Public Reference Room at 100F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 800-732-0330. Additionally, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information. The address of the SEC's website is www.sec.gov. We also make available on our website copies of materials regarding our corporate governance policies and practices, including our Corporate Governance Guidelines; our Code of Business Ethics; and the charters relating to the committees of our Board of Directors. You may obtain a printed copy of any of the foregoing materials by sending a written request to: Investor Relations, Penske Automotive Group, Inc., 2555 Telegraph Road, Bloomfield Hills, MI 48302 or by calling toll-free 866-715-5289. The information on or linked to our website is not part of this document. We plan to disclose changes to our Code of Business Ethics, or waivers, if any, for our executive officers or directors, on our website. We are incorporated in the state of Delaware and began dealership operations in October 1992.

Seasonality

Dealership. Our business is modestly seasonal overall. Our U.S. operations generally experience higher volumes of vehicle sales in the second and third quarters of each year due in part to consumer buying trends and the introduction of new vehicle models. Also, vehicle demand, and to a lesser extent demand for service and parts, is generally lower during the winter months than in other seasons, particularly in regions of the U.S. where dealerships may be subject to severe winters. Our U.K. operations generally experience higher volumes of vehicle sales in the first and third quarters of each year, due primarily to vehicle registration practices in the U.K.

Commercial Vehicle Distribution. Our commercial vehicle distribution business in Australia and New Zealand generally experiences higher sales volumes during the second quarter of the year which is primarily attributable to commercial vehicle customers completing annual capital expenditures before their fiscal year-end, which is typically June 30 in Australia and New Zealand.

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Item 1A. Risk Factors

Our business, financial condition, results of operations, cash flows, prospects, and the prevailing market price and performance of our common stock may be affected by a number of factors, including the matters discussed below. Certain statements and information set forth herein, as well as other written or oral statements made from time to time by us or by our authorized officers on our behalf, constitute "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Words such as "anticipate," "believe," "estimate," "expect," "intend," "may," "goal," "plan," "seek," "project," "continue," "will," "would," and variations of such words and similar expressions are intended to identify such forward-looking statements. 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. You should note that our forward-looking statements speak only as of the date of this Annual Report on Form 10-K or when made and we undertake no duty or obligation to update or revise our forward-looking statements, whether as a result of new information, future events, or otherwise.

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 the following:

Macro-economic conditions. Our performance is impacted by general economic conditions overall, and in particular by economic conditions in the markets in which we operate. These economic conditions include: levels of new and used vehicle sales; availability of consumer credit; changes in consumer demand; consumer confidence levels; fuel prices; personal discretionary spending levels; interest rates; and unemployment rates. When the worldwide economy faltered and the worldwide automotive industry experienced significant operational and financial difficulties in 2008 and 2009, we were adversely affected, and we expect a similar relationship between general economic and industry conditions and our performance in the future.

Vehicle manufacturers exercise significant control over us. Each of our dealerships and distributor operations operate under franchise and other agreements with automotive manufacturers, commercial vehicle manufacturers, or related distributors. These agreements govern almost every aspect of the operation of our dealerships, and give manufacturers the discretion to terminate or not renew our franchise agreements for a variety of reasons, including certain events outside our control such as accumulation of our stock by third parties. Without franchise or distributor agreements, we would be unable to sell or distribute new vehicles or perform manufacturer authorized warranty service. If a significant number of our franchise agreements are terminated or are not renewed, or, with respect to our distributor operations, a competing distributor were introduced, we would be materially affected.

Brand reputation. Our businesses, and our commercial vehicle operations in particular as those are more concentrated with a particular manufacturer, are impacted by consumer demand and brand preference, including consumers' perception of the quality of those brands. A decline in the quality and brand reputation of the vehicles or other products we sell or distribute, as a result of events such as manufacturer recalls or legal proceedings, may adversely affect our business. If such events were to occur, the profitability of our business related to those manufacturers' could be adversely affected.

Restructuring, bankruptcy or other adverse conditions affecting a significant automotive manufacturer or supplier. Our success depends on the overall success of the automotive industry generally, and in particular on the success of the brands of vehicles that each of our dealerships sell. In 2014, revenue generated at our BMW/MINI, Audi/Volkswagen/Porsche/Bentley, Toyota/Lexus/Scion, and Mercedes-Benz/Sprinter/smart dealerships represented 27%, 22%, 15%, and 11% respectively, of our total automotive dealership revenues. Significant adverse events, such as the reduced 2011 new vehicle production by Japanese automotive manufacturers caused by the significant production and supply chain disruptions resulting from the earthquake and tsunami that struck Japan in March 2011, or future events that interrupt vehicle or parts supply to our dealerships, would likely have a significant and adverse impact on the industry as a whole, including us, particularly if the events relate to any of the manufacturers whose franchises generate a significant percentage of our revenue.

Manufacturer incentive programs. Vehicle manufacturers offer incentive programs intended to promote and support vehicle sales. These incentive programs include but are not limited to customer rebates, dealer incentives on new vehicles, manufacturer floor plan interest and advertising assistance, and warranties on new and used vehicles. A discontinuation of or change to the manufacturers' incentive programs may adversely impact vehicle demand, the value of new and used vehicles, and materially affect our results of operations.

Our business is very competitive. We generally compete with: other franchised dealerships in our markets; private market buyers and sellers of used vehicles; Internet-based vehicle brokers; national and local service and repair shops and parts retailers; and manufacturers in certain markets. Purchase decisions by consumers when shopping for a vehicle are extremely price sensitive. The level of competition in the market generally, coupled with increasing price transparency resulting from increased use of the Internet by consumers, can lead to lower selling prices and related profits. If there is a prolonged drop in retail prices, new vehicle sales are allowed to be made over the Internet without the involvement of franchised dealers, or if dealerships are able to effectively use the Internet to sell outside of their markets, our business could be materially adversely affected.

Property loss, business interruption or other liabilities. Our business is subject to substantial risk of loss due to: the significant concentration of property values, including vehicle and parts inventories, at our operating locations; claims by employees, customers and third parties for personal injury or property damage; and fines and penalties in connection with alleged violations of regulatory requirements. While we have insurance for many of these risks, we retain risk relating to certain of these perils and certain perils are not covered by our insurance. Certain insurers have limited available property coverage in response to the natural catastrophes experienced in recent years. If we experience significant losses that are not covered by our insurance, whether due to adverse weather conditions or otherwise, or we are required to retain a significant portion of a loss, it could have a significant and adverse effect on us.

Leverage. Our significant debt and other commitments expose us to a number of risks, including:

Cash requirements for debt and lease obligations. A significant portion of the cash flow we generate must be used to service the interest and principal payments relating to our various financial commitments, including $2.7 billion of floor plan notes payable, $1.4 billion of non-vehicle long-term debt and $4.9 billion of future lease commitments (including extension periods that are reasonably assured of being exercised and assuming constant consumer price indices). A sustained or significant decrease in our operating cash flows could lead to an inability to meet our debt service or lease requirements or to a failure to meet specified financial and operating covenants included in certain of our agreements. If this were to occur, it may lead to a default under one or more of our commitments and potentially the acceleration of amounts due, which could have a significant and adverse effect on us.

Availability. Because we finance the majority of our operating and strategic initiatives using a variety of commitments, including floor plan notes payable and revolving credit facilities, we are dependent on continued availability of these sources of funds. If these agreements are terminated or we are unable to access them because of a breach of financial or operating covenants or otherwise, we will likely be materially affected.

Interest rate variability. The interest rates we are charged on a substantial portion of our debt, including the floor plan notes payable we issue to purchase the majority of our inventory, are variable, increasing or decreasing based on changes in certain published interest rates. Increases to such interest rates would likely result in significantly higher interest expense for us, which would negatively affect our operating results. Because many of our customers finance their vehicle purchases, increased interest rates may also decrease vehicle sales, which would negatively affect our operating results.

International and foreign currency risk. We have significant operations outside the U.S. that expose us to changes in foreign exchange rates and to the impact of economic and political conditions in the markets where we operate. As exchange rates fluctuate, our results of operations as reported in U.S. dollars fluctuate. For example, if the U.S. dollar were to strengthen against the U.K. pound, our U.K. results of operations would translate into less U.S. dollar reported results. Any significant or prolonged increase in the value of the U.S. dollar, particularly as compared to the U.K. pound, could result in a significant and adverse effect on our reported results.

Joint ventures. We have significant investments in a variety of joint ventures, including automotive retail operations in Germany and Spain, and a 9.0% ownership interest in PTL. We expect to receive annual operating distributions from each such venture, and, in the case of PTL, to realize U.S. tax savings as a result of our investment. These benefits may not be realized if the joint ventures do not perform as expected, or if changes in tax, financial or regulatory requirements negatively impact the results of the joint venture operations. Our ability to dispose of these investments may be limited. In addition, because PTL is engaged in different businesses than we are, its performance may vary significantly from ours.

Performance of sublessees. In connection with the sale, relocation and closure of certain of our franchises, we have entered into a number of third-party sublease agreements. The rent paid by our sub-tenants on such properties in 2014 totaled approximately $25.6 million. In the aggregate, we remain ultimately liable for approximately $258.6 million of such lease payments including payments relating to all available renewal periods. We rely on our sub-tenants to pay the rent and maintain the properties covered by these leases. In the event a subtenant does not perform under the terms of their lease with us, we could be required to fulfill such obligations, which could have a significant and adverse effect on us.

Information Technology. Our information systems are fully integrated into our operations and we rely on them to operate effectively, including with respect to: electronic communications and data transfer protocols with manufacturers and other vendors; customer relationship management; sales and service scheduling; data storage; and financial and operational reporting. The majority of our systems are licensed from third parties, the most significant of which are provided by a limited number of suppliers in the U.S., U.K. and Australia. The failure of our information systems to perform as designed or the failure to protect the integrity of these systems could disrupt our business operations, impact sales and results of operations, expose us to customer or third-party claims, or result in adverse publicity.

Cyber-security. As part of our business model, we receive personal information regarding customers, associates and vendors, from various online and offline channels. We collect, process, and retain this information in the normal course of our business. Our internal and third-party systems are under a moderate level of risk from hackers or other individuals with malicious intent to gain unauthorized access to our systems. Cyber-attacks are growing in number and sophistication thus presenting an ongoing threat to systems, whether internal or external, used to operate the business on a day to day basis. Despite the security measures we have in place, our facilities and systems, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism, or other events. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, or degradation of services provided by critical business systems, whether by us directly or our third-party service providers, could adversely affect our business operations, sales, reputation with current and potential customers, associates or vendors, as well as other operational and financial impacts derived from investigations, litigation, imposition of penalties or other means.

The success of our commercial vehicle distribution businesses are directly impacted by availability and demand for the vehicles and other products we distribute. We are the exclusive distributor of Western Star commercial trucks, MAN commercial trucks and buses, and Dennis Eagle refuse collection vehicles, together with associated parts across Australia, New Zealand and portions of the Pacific. We are also the distributor of diesel and gas engines and power systems in these same markets. The profitability of the businesses depends upon the number of vehicles, engines, power systems and parts we distribute, which in turn is impacted by demand for these products. We believe demand is subject to general economic conditions, exchange rate fluctuations, regulatory changes, competitiveness of the products and other factors over which we have limited control. In the event sales of these products are less than we expect, our related results of operations and cash flows for this aspect of our business may be materially adversely affected. The products we distribute are principally manufactured at a limited number of locations. In the event of a supply disruption or if sufficient quantities of the vehicles, engines, power systems and parts are not made available to us, or if we accept these products and are unable to economically distribute them, our cash flows or results of operations may be materially adversely affected.

Commodity prices. Our commercial vehicle distribution operations in Australia and New Zealand may be impacted by the price of commodities such as copper, iron ore and oil which may impact the desire of our customers to operate their mining and/or oil production. Adverse pricing concerns of those, and other commodities, may have a material adverse effect on our ability to distribute and/or retail commercial vehicles and other products profitability.

Key personnel. We believe that our success depends to a significant extent upon the efforts and abilities of our senior management, and in particular upon Roger Penske who is our Chairman and Chief Executive Officer. To the extent Mr. Penske, or other key personnel, were to depart from our Company unexpectedly, our business could be significantly disrupted.

Regulatory issues. We are subject to a wide variety of regulatory activities, including:

Governmental regulations, claims and legal proceedings. Governmental regulations affect almost every aspect of our business, including the fair treatment of our employees, wage and hour issues, and our financing activities with customers. In California, recent judicial decisions call into question whether long-standing methods for compensating dealership employees comply with the local wage and hour rules. We could be susceptible to claims or related actions if we fail to operate our business in accordance with applicable laws or it is determined that long-standing compensation methods did not comply with local laws. Claims arising out of actual or alleged violations of law which may be asserted against us or any of our dealers by individuals, through class actions, or by governmental entities in civil or criminal investigations and proceedings, may expose us to substantial monetary damages which may adversely affect us.

The Dodd-Frank Wall Street Reform and Consumer Protection Act established the Consumer Finance Protection Bureau (the "CFPB"), a consumer financial protection agency with broad regulatory powers. Although automotive dealers are generally excluded from the CFPB's regulatory authority, the CFPB has regulated automotive financing through its regulation of automotive finance companies and other financial institutions. The CFPB has issued regulatory guidance instructing our consumer finance lenders to monitor dealer loans for potential discrimination resulting from the system used to compensate dealers for assisting in the customer financing transaction. The CFPB has instructed lenders that if discrimination is found, and not cured on a timely basis, that the lender must change the way it compensates dealers. We cannot predict at this time the outcome of this regulatory initiative by the CFPB. In addition, the CFPB has announced its future intention to regulate the sale of other finance and insurance products. A similar agency in the U.K., the Financial Conduct Authority, is also regulating consumer finance and insurance operations. If any of these initiatives restrict our ability to generate revenue from arranging financing for our customers or selling customers additional products, we could be adversely affected.

Vehicle requirements. Federal and state governments in our markets have increasingly placed restrictions and limitations on the vehicles sold in the market in an effort to combat perceived negative environmental effects. For example, in the U.S., vehicle manufacturers are subject to federally mandated corporate average fuel economy standards which will increase substantially through 2025. Furthermore, numerous states, including California, have adopted or are considering requiring the sale of specified numbers of zero-emission vehicles. Significant increases in fuel economy requirements and new federal or state restrictions on emissions on vehicles and automobile fuels in the U.S. could adversely affect prices of and demand for the new vehicles that we sell.

Franchise laws in the U.S. In the U.S., state law generally provides protections to franchised automotive dealers from discriminatory practices by manufacturers and from unreasonable termination or non-renewal of their franchise agreements. If these franchise laws are repealed or amended, manufacturers may have greater flexibility to terminate or not renew our franchises. Franchised automotive dealers in the European Union operate without such protections.

Changes in law. New laws and regulations at the state and federal level may be enacted which could materially adversely impact our business. For example, in 2013, a ballot initiative in California titled the California Car Buyers Protection Act was proposed that would have eliminated our ability to be compensated for assisting in financing customer vehicle purchases, among other matters. If this initiative or other adverse changes in law were to be enacted, it could have a significant and adverse effect on us.

Environmental regulations. We are subject to a wide range of environmental laws and regulations, including those governing: discharges into the air and water; the operation and removal of storage tanks; and the use, storage and disposal of hazardous substances. In the normal course of our operations we use, generate and dispose of materials covered by these laws and regulations. We face potentially significant costs relating to claims, penalties and remediation efforts in the event of non-compliance with existing and future laws and regulations.

Accounting rules and regulations. The Financial Accounting Standards Board is currently evaluating several significant changes to GAAP in the U.S., including the rules governing the accounting for leases. Any such changes could significantly affect our reported financial position, earnings and cash flows. In addition, the Securities and Exchange Commission is currently considering adopting rules that would require us to prepare our financial statements in accordance with International Financial Reporting Standards, which could also result in significant changes to our reported financial position, earnings and cash flows.

Related parties. Our two largest stockholders, Penske Corporation and its affiliates ("Penske Corporation") and Mitsui & Co. and its affiliates ("Mitsui"), together beneficially own approximately

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52% of our outstanding common stock. The presence of such significant shareholders results in several risks, including:

Our principal stockholders have substantial influence. Penske Corporation and Mitsui have entered into a stockholders agreement pursuant to which they have agreed to vote together as to the election of our directors. As a result, Penske Corporation has the ability to control the composition of our Board of Directors, which may allow them to control our affairs and business. This concentration of ownership, coupled with certain provisions contained in our agreements with manufacturers, our certificate of incorporation, and our bylaws, could discourage, delay or prevent a change in control of us.

Some of our directors and officers may have conflicts of interest with respect to certain related party transactions and other business interests. Roger Penske, our Chairman and Chief Executive Officer and a director, and Robert H. Kurnick, Jr., our President and a director, hold the same offices at Penske Corporation. Each of these officers is paid much of their compensation by Penske Corporation. The compensation they receive from us is based on their efforts on our behalf, however, they are not required to spend any specific amount of time on our matters. One of our directors, Greg Penske, is the son of our Chairman and also serves as a director of Penske Corporation.

Penske Corporation has pledged its shares of common stock to secure a loan facility. Penske Corporation has pledged all of its shares of our common stock as collateral to secure a loan facility. A default by Penske Corporation could result in the foreclosure on those shares by the lenders, after which the lenders could attempt to sell those shares on the open market. Any such change in ownership and/or sale could materially impact the market price of our common stock. See below "Penske Corporation ownership levels."

Penske Corporation ownership levels. Certain of our agreements have clauses that are triggered in the event of a material change in the level of ownership of our common stock by Penske Corporation, such as our trademark agreement between us and Penske Corporation that governs our use of the "Penske" name which can be terminated 24 months after the date that Penske Corporation no longer owns at least 20% of our voting stock. We may not be able to renegotiate such agreements on terms that are acceptable to us, if at all, in the event of a significant change in Penske Corporation's ownership.

We have a significant number of shares of common stock eligible for future sale. Penske Corporation and Mitsui own approximately 52% of our common stock and each has two demand registration rights that could result in a substantial number of shares being introduced for sale in the market. We also have a significant amount of authorized but unissued shares. The introduction of any of these shares into the market could have a material adverse effect on our stock price.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

We lease or sublease substantially all of our dealership properties and other facilities. These leases are generally for a period of between five and 20 years, and are typically structured to include renewal options at our election. We lease office space in Bloomfield Hills, Michigan, Leicester, England and Brisbane, Australia for our principal administrative headquarters and other corporate related activities. We believe that our facilities are sufficient for our needs and are in good repair.

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Item 3. Legal Proceedings

We are involved in litigation which may relate to claims brought by governmental authorities, customers, vendors, or employees, including class action claims and purported class action claims. We are not a party to any legal proceedings, including class action lawsuits, that individually or in the aggregate, are reasonably expected to have a material effect on us. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock is traded on the New York Stock Exchange under the symbol "PAG." As of February 17, 2015, there were 184 holders of record of our common stock. The following table sets forth the high and low sales prices and quarterly dividends per share for our common stock as reported on the New York Stock Exchange Composite Tape during each quarter of 2014 and 2013.

	High	Low	Dividend
2013:			
First Quarter	$ 34.34	$ 28.87	$ 0.14
Second Quarter	33.52	27.61	0.15
Third Quarter	43.29	30.36	0.16
Fourth Quarter	47.79	37.07	0.17
2014:			
First Quarter	$ 47.08	$ 39.78	$ 0.18
Second Quarter	49.86	41.05	0.19
Third Quarter	51.44	40.56	0.20
Fourth Quarter	50.71	36.36	0.21

Dividends

In addition to the dividends noted above, we have announced the payment of a dividend of $0.22 per share to be paid on March 2, 2015 to shareholders of record as of February 10, 2015. Future cash dividends will depend upon our earnings, capital requirements, financial condition, restrictions imposed by any then-existing indebtedness and other factors considered relevant by our Board of Directors. In particular, our U.S. credit agreement and the indentures governing our 5.75% and 5.375% senior subordinated notes contain, and any future indenture that governs any notes which may be issued by us may contain, certain limitations on our ability to pay dividends. Refer to the disclosures provided in Part II, Item 8, Note 9 of the Notes to our Consolidated Financial Statements set forth below for a detailed description of our long-term debt obligations. We are a holding company whose assets consist primarily of the direct or indirect ownership of the capital stock of our operating subsidiaries. Consequently, our ability to pay dividends is dependent upon the earnings of our subsidiaries and their ability to distribute earnings and other advances and payments to us.

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SHARE INVESTMENT PERFORMANCE

The following graph compares the cumulative total stockholder returns on our common stock based on an investment of $100 on December 31, 2009 and the close of the market on December 31 of each year thereafter against (i) the Standard & Poor's 500 Index and (ii) an industry/peer group consisting of Asbury Automotive Group, Inc., AutoNation, Inc., Group 1 Automotive, Inc., Lithia Motors Inc. and Sonic Automotive, Inc. The graph assumes the reinvestment of all dividends.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Penske Automotive Group, Inc., The S&P 500 Index
And An Industry Peer Group

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* $100 invested on 12/31/09 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

Cumulative Total Return

	12/09	12/10	12/11	12/12	12/13	12/14
Penske Automotive Group, Inc.	100.00	114.76	128.38	204.30	325.84	344.92
S&P 500	100.00	115.06	117.49	136.30	180.44	205.14
Peer Group	100.00	147.72	189.65	226.75	302.69	377.85

Share Repurchases

For information with respect to repurchase of our shares by us, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Securities Repurchases" on page 49.

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Item 6. ***Selected Financial Data***

The following table sets forth our selected historical consolidated financial and other data as of and for each of the five years in the period ended December 31, 2014, which has been derived from our audited consolidated financial statements. During the periods presented, we made a number of acquisitions and have included the results of operations of the acquired dealerships from the date of acquisition. As a result, our period to period results of operations vary depending on the dates of the acquisitions. Accordingly, this selected financial data is not necessarily comparable or indicative of our future results. During the periods presented, we also sold or made available for sale certain entities which have been treated as discontinued operations in accordance with generally accepted accounting principles. You should read this selected consolidated financial data in conjunction with our audited consolidated financial statements and related footnotes included elsewhere in this report.

	As of and for the Years Ended December 31,				
	2014(1)	2013	2012(2)	2011(3)	2010(4)
	(In millions, except share and per share data)				
Consolidated Statement of Operations Data:					
Total revenues	$ 17,177.2	$ 14,443.9	$ 12,902.6	$ 10,896.4	$ 9,712.1
Gross profit	$ 2,573.7	$ 2,197.0	$ 1,975.6	$ 1,727.4	