

AUTONATION, INC.  
Form S-3ASR  
February 22, 2019  
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**As Filed with the Securities and Exchange Commission on February 22, 2019**

**Registration No. 333-**

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

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

**AutoNation, Inc.**

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

**SEE TABLE OF ADDITIONAL REGISTRANTS**

**Delaware**  
**(State or Other Jurisdiction of**

**73-1105145**  
**(IRS Employer**

**Incorporation or Organization)**

**Identification Number)**

**200 SW 1st Ave**

**Fort Lauderdale, FL 33301**

**(954) 769-6000**

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

**C. Coleman Edmunds**

**Executive Vice President, General Counsel and Corporate Secretary**

**200 SW 1st Ave**

**Fort Lauderdale, FL 33301**

**(954) 769-6000**

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

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

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

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

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

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

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

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

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

Large accelerated filer

Accelerated filer

Smaller reporting company

Non-accelerated  
filer

Emerging growth company

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

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of<br>Securities to be Registered | Amount<br>to be<br>Registered (1) | Proposed<br>Maximum<br>Offering Price | Proposed<br>Maximum<br>Aggregate<br>Offering Price(1) | Amount of<br>Registration Fee(2) |
|-------------------------------------------------------|-----------------------------------|---------------------------------------|-------------------------------------------------------|----------------------------------|
|                                                       |                                   | Per Unit (1)                          |                                                       |                                  |
| Common Stock, \$0.01 par value                        |                                   |                                       |                                                       |                                  |
| Preferred Stock, \$0.01 par value                     |                                   |                                       |                                                       |                                  |
| Debt Securities                                       |                                   |                                       |                                                       |                                  |
| Warrants                                              |                                   |                                       |                                                       |                                  |
| Subscription Rights                                   |                                   |                                       |                                                       |                                  |
| Depository Shares                                     |                                   |                                       |                                                       |                                  |
| Stock Purchase Contracts                              |                                   |                                       |                                                       |                                  |
| Units(3)                                              |                                   |                                       |                                                       |                                  |
| Guarantees of Debt Securities(4)                      |                                   |                                       |                                                       |                                  |

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

conversion or exchange of other securities.

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

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

| <b>Exact name of<br/>additional<br/>registrant as<br/>specified in its charter</b> | <b>State or Other<br/>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>IRS<br/>Employer<br/>Identification<br/>Number</b> | <b>Exact name of<br/>additional<br/>registrant as<br/>specified in its<br/>charter</b> | <b>State or Other<br/>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>IRS<br/>Employer<br/>Identification<br/>Number</b> |
|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| 7 ROD REAL ESTATE<br>NORTH, A Limited<br>Liability Company                         | Wyoming                                                                         | 84-1167321                                            | AN Collision<br>Center of Las<br>Vegas, Inc.                                           | Nevada                                                                          | 88-0168433                                            |
| 7 ROD REAL ESTATE<br>SOUTH, A Limited<br>Liability Company                         | Wyoming                                                                         | 84-1167320                                            | AN COLLISION<br>CENTER OF<br>NORTH<br>HOUSTON, INC.                                    | Delaware                                                                        | 26-3118395                                            |
| Abraham<br>Chevrolet-Miami, Inc.                                                   | Delaware                                                                        | 65-0802822                                            | AN COLLISION<br>CENTER OF<br>SARASOTA, INC.                                            | Florida                                                                         | 65-0721017                                            |
| Abraham<br>Chevrolet-Tampa, Inc.                                                   | Delaware                                                                        | 65-0802820                                            | AN Collision<br>Center of Tempe,<br>Inc.                                               | Delaware                                                                        | 86-0928952                                            |
| ACER Fiduciary, Inc.                                                               | Delaware                                                                        | 65-0945065                                            | AN CORPORATE<br>MANAGEMENT<br>PAYROLL CORP.                                            | Delaware                                                                        | 26-3725783                                            |
| AL F-L Motors, LLC                                                                 | Delaware                                                                        | 45-4504161                                            | AN Corpus Christi<br>GP, LLC                                                           | Delaware                                                                        | 32-0031563                                            |
| AL Fort Payne Motors,<br>LLC                                                       | Delaware                                                                        | 46-4582474                                            | AN Corpus Christi<br>Imports Adv. GP,<br>LLC                                           | Delaware                                                                        | 90-0080282                                            |
| Albert Berry Motors,<br>Inc.                                                       | Texas                                                                           | 74-1487498                                            | AN Corpus Christi<br>Imports Adv., LP                                                  | Texas                                                                           | 90-0080295                                            |
| Allen Samuels<br>Chevrolet of Corpus<br>Christi, Inc.                              | Texas                                                                           | 74-2652504                                            | AN Corpus Christi<br>Imports GP, LLC                                                   | Delaware                                                                        | 27-0041420                                            |
| Allen Samuels<br>Chevrolet of Waco, Inc.                                           | Texas                                                                           | 74-1776820                                            | AN Corpus Christi<br>Imports II GP, LLC                                                | Delaware                                                                        | 27-0041425                                            |
| Allison Bavarian                                                                   | California                                                                      | 94-2707588                                            | AN Corpus Christi<br>Imports II, LP                                                    | Texas                                                                           | 32-0031566                                            |
|                                                                                    | Delaware                                                                        | 20-5224408                                            |                                                                                        | Texas                                                                           | 32-0031567                                            |

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|                                            |           |            |                                               |          |            |
|--------------------------------------------|-----------|------------|-----------------------------------------------|----------|------------|
| ALLISON<br>BAVARIAN<br>HOLDING, LLC        |           |            | AN Corpus Christi<br>Imports, LP              |          |            |
| ALL-STATE RENT A<br>CAR, INC.              | Nevada    | 88-0143152 | AN CORPUS<br>CHRISTI<br>MOTORS, INC.          | Delaware | 20-5547917 |
| American Way Motors,<br>Inc.               | Tennessee | 62-1333714 | AN Corpus Christi<br>T. Imports GP, LLC       | Delaware | 27-0041422 |
| AN AutoParts, Inc.                         | Delaware  | 46-4553033 | AN Corpus Christi<br>T. Imports, LP           | Texas    | 13-4214051 |
| AN CADILLAC OF<br>WPB, LLC                 | Delaware  | 35-2234609 | AN County Line<br>Ford, Inc.                  | Texas    | 75-1687008 |
| AN Central Region<br>Management, LLC       | Delaware  | 01-0756957 | AN Dealership<br>Holding Corp.                | Florida  | 65-0608572 |
| AN<br>Chevrolet Arrowhead,<br>Inc.         | Delaware  | 91-1933520 | AN F. Imports of<br>Atlanta, LLC              | Delaware | 57-1174466 |
| AN CJ VALENCIA,<br>INC.                    | Delaware  | 20-2859034 | AN F. Imports of<br>Hawthorne Holding,<br>LLC | Delaware | 65-0944669 |
| AN Collision Center<br>FTL South, Inc.     | Delaware  | 46-4538029 | AN F. Imports of<br>Hawthorne, LLC            | Delaware | 65-1040982 |
| AN COLLISION<br>CENTER OF<br>ADDISON, INC. | Delaware  | 75-1053127 | AN F. Imports of<br>North Denver, LLC         | Delaware | 52-2124965 |
| AN F. Imports of North<br>Phoenix, Inc.    | Delaware  | 86-0928953 | AN Luxury Imports<br>of Sanford, LLC          | Delaware | 65-0952134 |
| AN F. Imports of<br>Roseville Holding, LLC | Delaware  | 20-5226908 | AN Luxury Imports<br>of Sarasota, Inc.        | Delaware | 20-0551681 |
| AN F. Imports of<br>Roseville, Inc.        | Delaware  | 76-0489587 | AN LUXURY<br>IMPORTS OF<br>SPOKANE, INC.      | Delaware | 27-1210937 |
| AN Fort Myers Imports,<br>LLC              | Delaware  | 65-0944636 | AN Luxury Imports<br>of Tucson, Inc.          | Delaware | 26-1182858 |
| AN Fremont Luxury<br>Imports, Inc.         | Delaware  | 86-0928954 | AN Luxury Imports,<br>Ltd.                    | Texas    | 90-0121575 |

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|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| AN H. Imports of Atlanta, LLC                                                          | Delaware                                                                        | 35-2229690                                            | AN Motors of Brooksville, Inc.                                                         | Florida                                                                         | 59-2690846                                            |
| AN IMPORTS OF FT. LAUDERDALE, INC.                                                     | Delaware                                                                        | 20-5147883                                            | AN MOTORS OF DALLAS, INC.                                                              | Delaware                                                                        | 26-1769977                                            |
| AN Imports of Seattle, Inc.                                                            | Delaware                                                                        | 65-0978211                                            | AN MOTORS OF DELRAY BEACH, INC.                                                        | Delaware                                                                        | 20-1405067                                            |
| AN IMPORTS OF SPOKANE, INC.                                                            | Delaware                                                                        | 26-4461138                                            | AN Motors of Ft. Lauderdale, Inc.                                                      | Florida                                                                         | 65-0721018                                            |
| AN Imports of Stevens Creek Holding, LLC.                                              | Delaware                                                                        | 20-5226306                                            | AN Motors of Memphis, Inc.                                                             | Tennessee                                                                       | 62-1038471                                            |
| AN Imports of Stevens Creek Inc.                                                       | Delaware                                                                        | 52-2119516                                            | AN MOTORS OF PEMBROKE, LLC                                                             | Delaware                                                                        | 65-0944183                                            |
| AN Imports on Weston Road, Inc.                                                        | Florida                                                                         | 59-1968718                                            | AN MOTORS OF SCOTTSDALE, LLC                                                           | Delaware                                                                        | 52-2102864                                            |
| AN LUXURY IMPORTS GP, LLC                                                              | Delaware                                                                        | 90-0121570                                            | AN MOTORS ON FEDERAL HIGHWAY, LLC                                                      | Delaware                                                                        | 65-0944179                                            |
| AN LUXURY IMPORTS HOLDING, LLC                                                         | Delaware                                                                        | 20-5682480                                            | AN Motors on South Padre, LP                                                           | Texas                                                                           | 32-0031564                                            |
| AN Luxury Imports of Coconut Creek, Inc.                                               | Delaware                                                                        | 86-0928950                                            | AN North Phoenix Collision, Inc.                                                       | Delaware                                                                        | 34-1555317                                            |
| AN Luxury Imports of Marietta, LLC                                                     | Delaware                                                                        | 65-0964278                                            | AN Pontiac GMC Houston North GP, LLC                                                   | Delaware                                                                        | 16-1641915                                            |
| AN LUXURY IMPORTS OF PALM BEACH, INC.                                                  | Delaware                                                                        | 20-8671889                                            | AN Pontiac GMC Houston North, LP                                                       | Texas                                                                           | 13-4214055                                            |

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|                                           |            |            |                                          |            |            |
|-------------------------------------------|------------|------------|------------------------------------------|------------|------------|
| AN LUXURY IMPORTS OF PEMBROKE PINES, INC. | Delaware   | 22-3869449 | AN San Jose Luxury Imports Holdings, LLC | Delaware   | 20-5225929 |
| AN Luxury Imports of Phoenix, Inc.        | Delaware   | 26-4461301 | AN San Jose Luxury Imports, Inc.         | California | 94-2633163 |
| AN LUXURY IMPORTS OF SAN DIEGO, INC.      | Delaware   | 20-5682367 | AN Seattle Motors, Inc.                  | Delaware   | 91-1197824 |
| AN SUBARU MOTORS, INC.                    | Delaware   | 20-5685964 | Auto Company 2016-16, Inc.               | Delaware   | 81-1424011 |
| AN T. Imports of Atlanta, LLC             | Delaware   | 47-0922628 | Auto Company 2016-17, Inc.               | Delaware   | 81-1456473 |
| AN Texas Region Management, Ltd.          | Texas      | 02-0654987 | Auto Company 2016-18, Inc.               | Delaware   | 81-1456551 |
| AN Tucson Imports, LLC                    | Delaware   | 52-2102866 | Auto Company 2016-19, Inc.               | Delaware   | 81-1456608 |
| AN Valencia Auto Imports, Inc.            | Delaware   | 35-2437399 | Mesa Collision, Inc.                     | Delaware   | 81-1349321 |
| AN Western Region Management, LLC         | Delaware   | 01-0756952 | Auto Company 2016-20, Inc.               | Delaware   | 81-1456666 |
| AN/CF Acquisition Corp.                   | Delaware   | 65-0927849 | Tier2 Corporation                        | Delaware   | 81-1349481 |
| Henderson Collision, Inc.                 | Delaware   | 36-3087611 | JLR Luxury Imports of Fremont, Inc.      | Delaware   | 81-1349630 |
| AN/KPBG Motors, Inc.                      | Washington | 91-1739519 | TX-CC Galleria, Inc.                     | Delaware   | 81-1367856 |
| AN/MF Acquisition Corp.                   | Delaware   | 65-0961375 | TX-CC Spring, Inc.                       | Delaware   | 81-1367949 |
| AN/MNI Acquisition Corp.                  | Delaware   | 65-1024377 | TX-CC Dallas, Inc.                       | Delaware   | 81-1368063 |
| AN/PF Acquisition Corp.                   | Delaware   | 65-0927848 | GA-CC Columbus, Inc.                     | Delaware   | 81-1368158 |

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|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| ANUSA Holding, LLC                                                                     | Delaware                                                                        | 46-4813183                                            | CA-CC Fremont, Inc.                                                                    | Delaware                                                                        | 81-1387803                                            |
| Appleway Chevrolet, Inc.                                                               | Washington                                                                      | 91-0538143                                            | AUTO COMPANY 2017-01, INC.                                                             | Delaware                                                                        | 82-2235018                                            |
| ASE Motors Holding Corp.                                                               | Texas                                                                           | 75-2271986                                            | AUTO COMPANY 2017-02, INC.                                                             | Delaware                                                                        | 82-2235320                                            |
| AUTO CAR HOLDING, LLC                                                                  | Delaware                                                                        | 20-5225856                                            | AUTO COMPANY 2017-03, INC.                                                             | Delaware                                                                        | 82-2235433                                            |
| Auto Car, Inc.                                                                         | California                                                                      | 68-0129623                                            | AUTO COMPANY 2017-04, INC.                                                             | Delaware                                                                        | 82-2253649                                            |
| Chandler Collision, Inc.                                                               | Delaware                                                                        | 81-1349193                                            | AUTO COMPANY 2017-05, INC.                                                             | Delaware                                                                        | 82-2253812                                            |
| Tucson Collision, Inc.                                                                 | Delaware                                                                        | 81-1387945                                            | AUTO COMPANY 2017-06, INC.                                                             | Delaware                                                                        | 82-2253886                                            |
| Irvine Body Shop, Inc.                                                                 | Delaware                                                                        | 81-1388043                                            | AUTO COMPANY 2017-07, INC.                                                             | Delaware                                                                        | 82-2309635                                            |
| Imports on PCH, Inc.                                                                   | Delaware                                                                        | 81-1388255                                            | AUTO COMPANY 2017-08, INC.                                                             | Delaware                                                                        | 82-2309733                                            |
| Auto Company 2016-13, Inc.                                                             | Delaware                                                                        | 81-1423815                                            | AUTO COMPANY 2017-09, INC.                                                             | Delaware                                                                        | 82-2309788                                            |
| AutoNation Suite 101, Inc.                                                             | Delaware                                                                        | 81-1423892                                            | AUTO COMPANY 2017-10, INC.                                                             | Delaware                                                                        | 82-2309903                                            |
| Auto Company 2016-15, Inc.                                                             | Delaware                                                                        | 81-1423956                                            | Auto Company IX, Inc.                                                                  | Delaware                                                                        | 45-4497193                                            |
| Auto Company VI, Inc.                                                                  | Delaware                                                                        | 45-4496998                                            | Gilbert ANUSA, LLC                                                                     | Delaware                                                                        | 81-1368257                                            |
| Auto Company VII, Inc.                                                                 | Delaware                                                                        | 45-4497100                                            | Auto Dealership 2016-4, LLC                                                            | Delaware                                                                        | 81-1368355                                            |
|                                                                                        | Delaware                                                                        | 45-4497147                                            |                                                                                        | Delaware                                                                        | 81-1388406                                            |

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|                                 |          |            |                              |          |            |
|---------------------------------|----------|------------|------------------------------|----------|------------|
| Auto Company VIII, Inc.         |          |            | Auto Dealership 2016-5, LLC  |          |            |
| Auto Company XI, Inc.           | Delaware | 45-4497510 | Auto Dealership 2016-6, LLC  | Delaware | 81-1388478 |
| Auto Company XII, Inc.          | Delaware | 45-4497553 | Auto Dealership 2016-7, LLC  | Delaware | 81-1424093 |
| Auto Company XIII, Inc.         | Delaware | 45-4497721 | Mobile Motors, LLC           | Delaware | 81-1424163 |
| Auto Company XIV, Inc.          | Delaware | 45-4497604 | Auto Dealership 2016-9, LLC  | Delaware | 81-1456370 |
| Auto Company XIX, Inc.          | Delaware | 46-4541407 | AUTO DEALERSHIP 2017-01, LLC | Delaware | 82-2166964 |
| Auto TechLabs, Inc.             | Delaware | 46-4564833 | ACP Auto Parts, LLC          | Delaware | 82-2167040 |
| ACP Holding Corp.               | Delaware | 46-4565019 | AUTO DEALERSHIP 2017-03, LLC | Delaware | 82-2172386 |
| Tempe Body Shop, Inc.           | Delaware | 46-4565133 | AUTO DEALERSHIP 2017-04, LLC | Delaware | 82-2172446 |
| Gilbert Body Shop, Inc.         | Delaware | 46-4565251 | AUTO DEALERSHIP 2017-05, LLC | Delaware | 82-2193903 |
| Auto Company XVII, Inc.         | Delaware | 46-4541217 | AUTO DEALERSHIP 2017-06, LLC | Delaware | 82-2194015 |
| Auto Company XXI, Inc.          | Delaware | 46-4541577 | AUTO DEALERSHIP 2017-07, LLC | Delaware | 82-2208234 |
| Auto Company XXII, Inc.         | Delaware | 46-4541640 | AUTO DEALERSHIP 2017-08, LLC | Delaware | 82-2208332 |
| Auto Company XXIII, Inc.        | Delaware | 46-4541717 | AUTO DEALERSHIP 2017-09, LLC | Delaware | 82-2234761 |
| Auto Company XXV, Inc.          | Delaware | 46-4541976 | AUTO DEALERSHIP 2017-10, LLC | Delaware | 82-2234819 |
| Buena Park Luxury Imports, Inc. | Delaware | 46-4542058 | AUTO DEALERSHIP 2017-11, LLC | Delaware | 82-2253295 |

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|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| Auto Company<br>XXVII, Inc.                                                            | Delaware                                                                        | 46-4542110                                            | AUTO<br>DEALERSHIP<br>2017-12, LLC                                                     | Delaware                                                                        | 82-2253416                                            |
| Auto Company<br>XXVIII, Inc.                                                           | Delaware                                                                        | 46-4542327                                            | AUTO<br>DEALERSHIP<br>2017-13, LLC                                                     | Delaware                                                                        | 82-2271051                                            |
| Auto Dealership<br>2016-1, LLC                                                         | Delaware                                                                        | 81-1348781                                            | AUTO<br>DEALERSHIP<br>2017-14, LLC                                                     | Delaware                                                                        | 82-2271134                                            |
| Auto Dealership<br>2016-10, LLC                                                        | Delaware                                                                        | 81-1456416                                            | AUTO<br>DEALERSHIP<br>2017-15, LLC                                                     | Delaware                                                                        | 82-2287959                                            |
| Auto Dealership<br>2016-2, LLC                                                         | Delaware                                                                        | 81-1349768                                            | AUTO<br>DEALERSHIP<br>2017-16, LLC                                                     | Delaware                                                                        | 82-2288018                                            |
| AUTO<br>DEALERSHIP<br>2017-17, LLC                                                     | Delaware                                                                        | 82-2298944                                            | Auto Dealership<br>XXIII, LLC                                                          | Delaware                                                                        | 46-4657168                                            |
| AUTO<br>DEALERSHIP<br>2017-18, LLC                                                     | Delaware                                                                        | 82-2300370                                            | AUTO HOLDING,<br>LLC                                                                   | Delaware                                                                        | 52-2107831                                            |
| AUTO<br>DEALERSHIP<br>2017-19, LLC                                                     | Delaware                                                                        | 82-2300487                                            | AUTO MISSION<br>HOLDING, LLC                                                           | Delaware                                                                        | 20-5226182                                            |
| AUTO<br>DEALERSHIP<br>2017-20, LLC                                                     | Delaware                                                                        | 82-2310000                                            | Auto Mission Ltd.                                                                      | California                                                                      | 94-3141091                                            |
| AUTO<br>DEALERSHIP<br>2017-21, LLC                                                     | Delaware                                                                        | 82-2310058                                            | Auto Motors of<br>Englewood, LLC                                                       | Delaware                                                                        | 46-4598610                                            |
|                                                                                        | Delaware                                                                        | 82-2310125                                            | Auto West, Inc.                                                                        | California                                                                      | 94-2946518                                            |

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AUTO  
DEALERSHIP  
2017-22, LLC

|                                    |          |            |                                                 |          |            |
|------------------------------------|----------|------------|-------------------------------------------------|----------|------------|
| AUTO<br>DEALERSHIP<br>2017-23, LLC | Delaware | 82-2319272 | Autohaus Holdings,<br>Inc.                      | Delaware | 80-0052569 |
| AUTO<br>DEALERSHIP<br>2017-24, LLC | Delaware | 82-2319437 | AutoNation Benefits<br>Company, Inc.            | Florida  | 34-1135160 |
| AUTO<br>DEALERSHIP<br>2017-25, LLC | Delaware | 82-2319485 | AutoNation<br>Corporate<br>Management, LLC      | Delaware | 22-3850167 |
| AUTO<br>DEALERSHIP<br>2017-26, LLC | Delaware | 82-2335188 | AutoNation<br>Enterprises<br>Incorporated       | Florida  | 65-0608578 |
| AUTO<br>DEALERSHIP<br>2017-27, LLC | Delaware | 82-2335228 | AUTONATION<br>FINANCIAL<br>SERVICES, LLC        | Delaware | 65-0725080 |
| AUTO<br>DEALERSHIP<br>2017-28, LLC | Delaware | 82-2335269 | AutoNation Fort<br>Worth Motors, Ltd.           | Texas    | 65-1152832 |
| AUTO<br>DEALERSHIP<br>2017-29, LLC | Delaware | 82-2350673 | AutoNation GM GP,<br>LLC                        | Delaware | 65-0944592 |
| AUTO<br>DEALERSHIP<br>2017-30, LLC | Delaware | 82-2350728 | AutoNation Holding<br>Corp.                     | Delaware | 65-0723604 |
| Auto Dealership III,<br>LLC        | Delaware | 45-4503383 | AutoNation Imports<br>of Katy GP, LLC           | Delaware | 56-2307537 |
| Auto Dealership IV,<br>LLC         | Delaware | 45-4503422 | AutoNation Imports<br>of Katy, L.P.             | Texas    | 65-0957160 |
| Auto Dealership IX,<br>LLC         | Delaware | 45-4503953 | AutoNation Imports<br>of Lithia Springs,<br>LLC | Delaware | 65-1003051 |
| Auto Dealership V,<br>LLC          | Delaware | 45-4503462 | AutoNation Imports<br>of Longwood, Inc.         | Delaware | 65-1032195 |
| Auto Dealership VI,<br>LLC         | Delaware | 45-4503772 | AutoNation Imports<br>of Palm Beach, Inc.       | Delaware | 65-1102140 |
| Auto Dealership VII,<br>LLC        | Delaware | 45-4503837 | AutoNation Imports<br>of Winter Park, Inc.      | Delaware | 65-1032110 |
| Auto Dealership VIII,<br>LLC       | Delaware | 45-4503899 | AutoNation Motors<br>Holding Corp.              | Delaware | 65-1132563 |
|                                    | Delaware | 45-4504002 |                                                 | Delaware | 65-1002966 |

Auto Dealership X,  
LLC

AutoNation Motors  
of Lithia Springs,  
Inc.

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

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|                                              |            |            |                                        |            |            |
|----------------------------------------------|------------|------------|----------------------------------------|------------|------------|
| Bankston Nissan<br>Lewisville, Ltd.          | Texas      | 06-1699681 | CARWELL<br>HOLDING, LLC                | Delaware   | 20-5224795 |
| Bargain Rent-A-Car                           | California | 95-3821161 | CARWELL, LLC                           | Delaware   | 65-0944617 |
| Batfish, LLC                                 | Colorado   | 84-1261352 | Centennial<br>Automotive, LLC          | Delaware   | 65-0944626 |
| BBCSS, Inc.                                  | Arizona    | 58-2434441 | Centennial<br>Collision, Inc.          | Delaware   | 46-4564206 |
| Beach City Chevrolet<br>Company, Inc.        | California | 95-1879646 | CERRITOS BODY<br>WORKS<br>HOLDING, LLC | Delaware   | 20-5225440 |
| BEACH CITY<br>HOLDING, LLC                   | Delaware   | 20-5226233 | Cerritos Body<br>Works, Inc.           | California | 33-0374316 |
| Beacon Motors, Inc.                          | Florida    | 65-0582254 | CHAMPION<br>CHEVROLET<br>HOLDING, LLC  | Delaware   | 20-5224897 |
| Bell Motors, LLC                             | Delaware   | 52-2102862 | CHAMPION<br>CHEVROLET,<br>LLC          | Delaware   | 65-0944618 |
| Bellevue Automotive,<br>Inc.                 | Delaware   | 94-3009590 | Champion Ford,<br>Inc.                 | Texas      | 76-0171196 |
| Bellevue Collision, Inc.                     | Delaware   | 46-4552919 | Charlie Hillard, Inc.                  | Texas      | 75-0922515 |
| BENGAL MOTOR<br>COMPANY, LTD.                | Florida    | 59-2985277 | Charlie Thomas<br>Chevrolet GP, LLC    | Delaware   | 73-1670803 |
| Bengal Motors, Inc.                          | Florida    | 65-0165367 | Charlie Thomas<br>Chevrolet, Ltd.      | Texas      | 20-0058033 |
| Charlie Thomas<br>Chrysler-Plymouth,<br>Inc. | Texas      | 76-0010351 | CT Intercontinental,<br>Ltd.           | Texas      | 20-0057835 |
| Charlie Thomas<br>Courtesy Leasing, Inc.     | Texas      | 74-1850452 | CT Motors, Inc.                        | Texas      | 76-0387042 |
| Charlie Thomas F. GP,<br>LLC                 | Delaware   | 33-1062335 | D/L Motor<br>Company                   | Florida    | 59-3237877 |
| Charlie Thomas Ford,<br>Ltd.                 | Texas      | 20-0058561 | Dealership Realty<br>Corporation       | Texas      | 76-0218062 |
| Charlie Thomas<br>Courtesy Ford, Ltd.        | Texas      | 06-1699682 | Delray Luxury<br>Imports, Inc.         | Delaware   | 46-4552813 |
| Charlie Thomas<br>Courtesy GP, LLC           | Delaware   | 73-1670811 | Desert Buick-GMC<br>Trucks, L.L.C.     | Delaware   | 52-2102859 |

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|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|
| CHESROWN<br>AUTO, LLC                                                                  | Delaware                                                                        | 65-0944619                                            | Desert<br>Chrysler-Plymouth,<br>Inc.                                                   | Delaware                                                                        | 88-0121640                                            |
| CHESROWN<br>CHEVROLET, LLC                                                             | Delaware                                                                        | 65-0944620                                            | Desert Dodge, Inc.                                                                     | Nevada                                                                          | 88-0227814                                            |
| Chesrown Collision<br>Center, Inc.                                                     | Colorado                                                                        | 84-1358588                                            | Desert GMC, L.L.C.                                                                     | Delaware                                                                        | 52-2102860                                            |
| Chesrown Ford, Inc.                                                                    | Colorado                                                                        | 84-1164224                                            | Dobbs Ford of<br>Memphis, Inc.                                                         | Delaware                                                                        | 65-1065025                                            |
| Chevrolet World,<br>Inc.                                                               | Florida                                                                         | 59-2216673                                            | Dobbs Ford, Inc.                                                                       | Florida                                                                         | 59-1584177                                            |
| Chuck Clancy Ford<br>of Marietta, LLC                                                  | Delaware                                                                        | 47-0922626                                            | Dobbs Mobile Bay,<br>Inc.                                                              | Alabama                                                                         | 62-1196110                                            |
| CJ VALENCIA<br>HOLDING, LLC                                                            | Delaware                                                                        | 20-5226043                                            | Dobbs Motors of<br>Arizona, Inc.                                                       | Arizona                                                                         | 93-0929951                                            |
| Coastal Cadillac,<br>Inc.                                                              | Florida                                                                         | 59-3023188                                            | Don Mealey<br>Chevrolet, Inc.                                                          | Florida                                                                         | 59-1553076                                            |
| Consumer Car Care<br>Corporation                                                       | Tennessee                                                                       | 62-1151481                                            | Don Mealey Imports,<br>Inc.                                                            | Florida                                                                         | 59-3099049                                            |
| Contemporary Cars,<br>Inc.                                                             | Florida                                                                         | 59-1635976                                            | Don-A-Vee<br>Jeep-Eagle, Inc.                                                          | California                                                                      | 33-0203778                                            |
| Cook-Whitehead<br>Ford, Inc.                                                           | Florida                                                                         | 59-1165955                                            | Driver s Mart<br>Worldwide, Inc.                                                       | Virginia                                                                        | 38-3275555                                            |
| Corporate Properties<br>Holding, Inc.                                                  | Delaware                                                                        | 65-0948961                                            | Eastern Region<br>Management, LLC                                                      | Delaware                                                                        | 52-2135867                                            |
| Corpus Christi<br>ANUSA, LLC                                                           | Delaware                                                                        | 46-4705830                                            | EASTGATE FORD,<br>INC.                                                                 | Ohio                                                                            | 31-0736141                                            |
| Corpus Christi<br>Collision Center,<br>Inc.                                            | Delaware                                                                        | 45-4496075                                            | Ed Mullinax Ford,<br>LLC                                                               | Delaware                                                                        | 57-1174464                                            |

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|                                  |            |            |                                   |            |            |
|----------------------------------|------------|------------|-----------------------------------|------------|------------|
| COSTA MESA CARS HOLDING, LLC     | Delaware   | 20-5226339 | Edgren Motor Company, Inc.        | California | 94-1561041 |
| Costa Mesa Cars, Inc.            | California | 33-0626084 | EDGREN MOTOR HOLDING, LLC         | Delaware   | 20-5225254 |
| Courtesy Auto Group, Inc.        | Florida    | 59-2360236 | EL MONTE IMPORTS HOLDING, LLC     | Delaware   | 20-5226399 |
| Courtesy Broadway, LLC           | Colorado   | 20-5417194 | El Monte Imports, Inc.            | Delaware   | 65-0881906 |
| Covington Pike Motors, Inc.      | Tennessee  | 58-1366612 | EL MONTE MOTORS HOLDING, LLC      | Delaware   | 20-5226498 |
| CT Intercontinental GP, LLC      | Delaware   | 33-1062337 | El Monte Motors, Inc.             | Delaware   | 65-0881905 |
| EMICH SUBARU WEST, LLC           | Delaware   | 65-0944597 | George Sutherlin Nissan, LLC      | Delaware   | 47-0922627 |
| Empire Services Agency, Inc.     | Florida    | 65-0329882 | Germantown Luxury Imports, LLC    | Delaware   | 46-4640265 |
| Financial Services GP, LLC       | Delaware   | 02-0695729 | Government Boulevard Motors, Inc. | Alabama    | 62-1502108 |
| Financial Services, Ltd.         | Texas      | 20-0057657 | Gulf Management, Inc.             | Florida    | 59-2908603 |
| First Team Automotive Corp.      | Delaware   | 59-3440254 | Hayward Dodge, Inc.               | Delaware   | 94-1689551 |
| First Team Ford of Manatee, Ltd. | Florida    | 59-3446538 | Henderson ANUSA, LLC              | Delaware   | 46-4800106 |
| First Team Ford, Ltd.            | Florida    | 59-3366156 | Hillard Auto Group, Inc.          | Texas      | 75-1965005 |
|                                  |            |            | Hollywood Imports Limited, Inc.   | Florida    | 59-2025810 |
| First Team Management, Inc.      | Florida    | 59-2714981 | HORIZON CHEVROLET, INC.           | Ohio       | 34-1245635 |
| FIT KIT HOLDING, LLC             | Delaware   | 20-5225481 | HOUSE OF IMPORTS HOLDING, LLC     | Delaware   | 20-5226553 |
| Fit Kit, Inc.                    | California | 33-0115670 | House of Imports, Inc.            | California | 95-2498811 |
| Florida Auto Corp.               | Delaware   | 65-0837116 | Houston ANUSA, LLC                | Delaware   | 46-4667987 |
| Ford of Kirkland, Inc.           | Washington | 91-1425985 | Houston Auto M. Imports Greenway, | Texas      | 20-0057720 |

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| Fox Chevrolet, LLC                                                     | Delaware                                                            | 47-0922620                                | Houston Auto M. Imports North, Ltd.                                    | Texas                                                               | 20-0058197                                |
| FOX MOTORS, LLC                                                        | Delaware                                                            | 47-0922619                                | Houston Imports Greenway GP, LLC                                       | Delaware                                                            | 56-2307542                                |
| Fred Oakley Motors, Inc.                                               | Delaware                                                            | 75-1524534                                | Houston Imports North GP, LLC                                          | Delaware                                                            | 56-2307540                                |
| FREMONT LUXURY IMPORTS HOLDING, LLC                                    | Delaware                                                            | 20-5226133                                | HVA IMPORTS, LLC                                                       | Delaware                                                            | 52-2135875                                |
| Ft. Lauderdale Nissan, Inc.                                            | Florida                                                             | 65-0273822                                | HVM IMPORTS, LLC                                                       | Delaware                                                            | 65-0944227                                |
| G.B. IMPORT SALES & SERVICE HOLDING, LLC                               | Delaware                                                            | 20-5224826                                | HVS Motors, LLC                                                        | Delaware                                                            | 65-0944662                                |
| G.B. IMPORT SALES & SERVICE, LLC                                       | Delaware                                                            | 65-0944605                                | HVVW Motors, LLC                                                       | Delaware                                                            | 65-0944181                                |
| GA CDJR Motors, LLC                                                    | Delaware                                                            | 45-4505030                                | IRVINE IMPORTS HOLDING, LLC                                            | Delaware                                                            | 20-5225601                                |
| GA Columbus Imports, LLC                                               | Delaware                                                            | 46-4553266                                | Irvine Imports, Inc.                                                   | California                                                          | 33-0374310                                |
| GA F Imports, LLC                                                      | Delaware                                                            | 46-4571435                                | IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP                         | Georgia                                                             | 88-0377749                                |
| GA H Imports, LLC                                                      | Delaware                                                            | 45-4505078                                | JEMAUTCO, INC.                                                         | Ohio                                                                | 31-1153168                                |
| GA HY Imports, LLC                                                     | Delaware                                                            | 46-4537858                                | JERRY GLEASON CHEVROLET, INC.                                          | Illinois                                                            | 36-2840037                                |
|                                                                        | Delaware                                                            | 65-0944608                                | Jerry Gleason Dodge, Inc.                                              | Illinois                                                            | 36-4074146                                |

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GENE EVANS  
FORD, LLC

|                                               |            |            |                                                 |            |            |
|-----------------------------------------------|------------|------------|-------------------------------------------------|------------|------------|
| Jim Quinlan<br>Chevrolet Co.                  | Delaware   | 59-1055603 | MAGIC ACQUISITION HOLDING,<br>LLC               | Delaware   | 20-5226582 |
| Joe MacPherson<br>Ford                        | California | 33-0180618 | Maitland Luxury Imports, Inc.                   | Delaware   | 45-4497658 |
| Joe MacPherson<br>Imports No. I               | California | 33-0745137 | Marks Family Dealerships, Inc.                  | Texas      | 74-1405873 |
| Joe MacPherson<br>Infiniti                    | California | 33-0127306 | Marks Transport, Inc.                           | Texas      | 76-0444883 |
| JOE<br>MACPHERSON<br>INFINITI<br>HOLDING, LLC | Delaware   | 20-5224941 | MC/RII, LLC                                     | Ohio       | 31-1751162 |
| JOHN M.<br>LANCE FORD,<br>LLC                 | Delaware   | 65-0944184 | Mealey Holdings, Inc.                           | Florida    | 59-3280283 |
| J-R Motors<br>Company North                   | Colorado   | 84-1167355 |                                                 |            |            |
| J-R Motors<br>Company South                   | Colorado   | 84-1167319 | Midway Chevrolet, Inc.                          | Texas      | 75-1631858 |
| JRJ Investments,<br>Inc.                      | Nevada     | 88-0199942 | Mike Hall Chevrolet, Inc.                       | Delaware   | 74-1940031 |
| Katy ANUSA,<br>LLC                            | Delaware   | 46-4816671 | Mike Shad Chrysler<br>Plymouth Jeep Eagle, Inc. | Florida    | 65-0731779 |
| Kenyon Dodge,<br>Inc.                         | Florida    | 59-0479520 | Mike Shad Ford, Inc.                            | Florida    | 65-0730472 |
| King s Crown<br>Ford, Inc.                    | Delaware   | 59-2018826 | Mission Blvd. Motors, Inc.                      | California | 94-3179908 |
| L.P. Evans<br>Motors WPB,<br>Inc.             | Florida    | 59-0684221 | Mortimer Collision, LLC                         | Delaware   | 47-0922622 |
| L.P. Evans<br>Motors, Inc.                    | Florida    | 59-0601584 | MR. WHEELS HOLDING, LLC                         | Delaware   | 20-5225351 |
| Lance Children,<br>Inc.                       | Ohio       | 34-1789728 | Mr. Wheels, Inc.                                | California | 95-3050274 |
| Las Vegas<br>ANUSA, LLC                       | Delaware   | 46-4756234 | Mullinax East, LLC                              | Delaware   | 57-1174463 |
| Leesburg<br>Imports, LLC                      | Delaware   | 06-1712528 | MULLINAX FORD NORTH<br>CANTON, INC.             | Ohio       | 34-1706005 |

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

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|                                       |            |            |                                         |            |            |
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| MacPherson Enterprises, Inc.          |            |            | NY Palisades Luxury Imports, Inc.       |            |            |
| Magic Acquisition Corp.               | Delaware   | 65-0711428 | NY White Plains Luxury Imports, Inc.    | Delaware   | 46-4541840 |
| Oxnard European Motors, LLC           | Delaware   | 26-3036624 | Republic Risk Management Services, Inc. | Florida    | 65-0782124 |
| Oxnard Venture Holdings, Inc.         | Delaware   | 26-3454865 | Resources Aviation, Inc.                | Florida    | 65-0858501 |
| Payton-Wright Ford Sales, Inc.        | Texas      | 75-1231297 | RI Merger Corp.                         | Colorado   | 84-1492421 |
| Pembroke Motors, Inc.                 | Delaware   | 65-0948962 | RI/BB Acquisition Corp.                 | Delaware   | 52-2127466 |
| Peyton Cramer Automotive              | California | 33-0612289 | RI/BBNM Acquisition Corp.               | Arizona    | 86-0914399 |
| PEYTON CRAMER AUTOMOTIVE HOLDING, LLC | Delaware   | 20-5226609 | RI/Hollywood Nissan Acquisition Corp.   | Delaware   | 65-0784675 |
| PEYTON CRAMER F. HOLDING, LLC         | Delaware   | 20-5225040 | RI/LLC Acquisition Corp.                | Colorado   | 84-1459545 |
| Peyton Cramer Ford                    | California | 95-3410394 | RI/RMC Acquisition GP, LLC              | Delaware   | 33-1062340 |
| Peyton Cramer Infiniti                | California | 33-0567152 | RI/RMC Acquisition, Ltd.                | Texas      | 20-0057572 |
| PEYTON CRAMER INFINITI HOLDING, LLC   | Delaware   | 20-5226653 | RI/RMT Acquisition GP, LLC              | Delaware   | 02-0695720 |
| Peyton Cramer Jaguar                  | California | 33-0567150 | RI/RMT Acquisition, Ltd.                | Texas      | 20-0058111 |
|                                       |            |            | RI/WFI Acquisition Corporation          | Delaware   | 52-2124969 |
| PEYTON CRAMER LM HOLDING, LLC         | Delaware   | 20-5224570 | RKR Motors, Inc.                        | Florida    | 65-0070349 |
| Phoenix ANUSA, LLC                    | Delaware   | 46-4733662 | Plano Collision, Inc.                   | Delaware   | 46-4564729 |
| Pierce Automotive Corporation         | Arizona    | 86-0811184 | Roseville Motor Corporation             | California | 94-2922942 |
| PIERCE, LLC                           | Delaware   | 65-0944638 | ROSEVILLE MOTOR HOLDING, LLC            | Delaware   | 20-5225195 |

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| Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc.                       | Delaware                                                            | 86-0928955                                | Sacramento Collision, Inc.                                             | Delaware                                                            | 46-4553176                                |
| Plains Chevrolet GP, LLC                                               | Delaware                                                            | 06-1699677                                | Sahara Imports, Inc.                                                   | Nevada                                                              | 86-0869592                                |
| Plains Chevrolet, Ltd.                                                 | Texas                                                               | 20-0058622                                | SAHARA NISSAN, INC.                                                    | Nevada                                                              | 88-0133547                                |
| Port City Imports, Inc.                                                | Texas                                                               | 74-2403712                                |                                                                        |                                                                     |                                           |
| Prime Auto Cosmetics, Inc.                                             | Delaware                                                            | 46-4552973                                |                                                                        |                                                                     |                                           |
| Prime Auto Resources, Inc.                                             | California                                                          | 33-0718037                                | SHAMROCK F. HOLDING, LLC                                               | Delaware                                                            | 20-5226693                                |
| Quality Nissan GP, LLC                                                 | Delaware                                                            | 06-1699678                                | Shamrock Ford, Inc.                                                    | California                                                          | 94-2220473                                |
| Quality Nissan, Ltd.                                                   | Texas                                                               | 20-0058629                                | Six Jays LLC                                                           | Colorado                                                            | 84-1364768                                |
| Quinlan Motors, Inc.                                                   | Florida                                                             | 59-3268936                                | SMI MOTORS HOLDING, LLC                                                | Delaware                                                            | 20-5226719                                |
| R. Coop Limited                                                        | Colorado                                                            | 84-1251979                                | SMI Motors, Inc.                                                       | California                                                          | 95-4399082                                |
| R.L. Buscher II, Inc.                                                  | Colorado                                                            | 84-1171763                                | South Broadway Motors, LLC                                             | Delaware                                                            | 65-0944625                                |
| R.L. Buscher III, Inc.                                                 | Colorado                                                            | 84-1171764                                | Southwest Motors of Denver, LLC                                        | Delaware                                                            | 65-0944643                                |
| Real Estate Holdings, Inc.                                             | Florida                                                             | 65-0789583                                | STAR MOTORS, LLC                                                       | Delaware                                                            | 65-0944646                                |
| RENTON H IMPORTS, INC.                                                 | Delaware                                                            | 84-1491657                                | Steakley Chevrolet GP, LLC                                             | Delaware                                                            | 02-0695725                                |
| Republic Resources Company                                             | Delaware                                                            | 51-0370517                                | Steakley Chevrolet, Ltd.                                               | Texas                                                               | 20-0058140                                |

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| Steeplechase Motor Company                  | Texas          | 76-0244476 | TN F Imports, LLC                       | Delaware   | 45-4504984 |
| STEVE MOORE CHEVROLET DELRAY, LLC           | Delaware       | 65-0944647 | TORRANCE NISSAN HOLDING, LLC            | Delaware   | 20-5224866 |
| STEVE MOORE CHEVROLET, LLC                  | Delaware       | 65-0944670 | TORRANCE NISSAN, LLC                    | Delaware   | 65-0944661 |
| STEVENS CREEK HOLDING, LLC                  | Delaware       | 20-5225154 | Tousley Ford, Inc.                      | Minnesota  | 41-0609970 |
| Stevens Creek Luxury Imports Holding, LLC   | Delaware       | 45-4503334 | TOYOTA CERRITOS LIMITED PARTNERSHIP     | Georgia    | 88-0377743 |
| Stevens Creek Luxury Imports, Inc.          | Delaware       | 45-4496303 | Triangle Corporation                    | Delaware   | 52-2025037 |
| Stevens Creek Motors, Inc.                  | California     | 94-3010181 | T-West Sales & Service, Inc.            | Nevada     | 88-0235466 |
| Sunrise Nissan of Jacksonville, Inc.        | Florida        | 59-3427446 | TX Alliance Motors, Inc.                | Texas      | 74-2941297 |
| Sunrise Nissan of Orange Park, Inc.         | Florida        | 59-1357686 | TX Ennis Autoplex Motors, Inc.          | Texas      | 75-2301576 |
| Sunset Pontiac-GMC Truck South, Inc.        | Florida        | 59-3128431 | TX Motors of North Richland Hills, Inc. | Delaware   | 75-1574866 |
| Sunset Pontiac-GMC, Inc.                    | Michigan       | 38-1919584 | TX Motors on Katy Freeway, Inc.         | Texas      | 74-2941811 |
| Superior Nissan, Inc.                       | North Carolina | 62-1306501 | TX Motors on Southwest Loop, Inc.       | Texas      | 75-2095119 |
| SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC | Delaware       | 65-0944667 | TX West Houston Motors, Inc.            | Texas      | 74-2705707 |
| Sutherlin H. Imports, LLC                   | Delaware       | 47-0922631 | Valencia Auto Imports Holding, LLC      | Delaware   | 45-4503286 |
| Sutherlin Imports, LLC                      | Delaware       | 65-0944664 | VALENCIA B. IMPORTS HOLDING, LLC        | Delaware   | 20-5225959 |
| SUTHERLIN NISSAN, LLC                       | Delaware       | 65-0944665 | Valencia B. Imports, Inc.               | Delaware   | 20-0152054 |
| Tasha Incorporated                          | California     | 94-2512050 | Valencia Dodge                          | California | 95-3935812 |

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| <b>Exact name of additional registrant as specified in its charter</b> | <b>State or Other Jurisdiction of Incorporation or Organization</b> | <b>IRS Employer Identification Number</b> | <b>Exact name of additional registrant as specified in its charter</b> | <b>State or Other Jurisdiction of Incorporation or Organization</b> | <b>IRS Employer Identification Number</b> |
|------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Tempe Auto Imports, Inc.                                               | Delaware                                                            | 46-4551989                                | VALENCIA DODGE HOLDING, LLC                                            | Delaware                                                            | 20-5226772                                |
| TERRY YORK MOTOR CARS HOLDING, LLC                                     | Delaware                                                            | 20-5226742                                | VALENCIA H. IMPORTS HOLDING, LLC                                       | Delaware                                                            | 20-5226809                                |
| Terry York Motor Cars, Ltd.                                            | California                                                          | 95-3549353                                | Valencia H. Imports, Inc.                                              | Delaware                                                            | 20-0152004                                |
| Texan Ford Sales, Ltd.                                                 | Texas                                                               | 20-0058068                                | VALLEY CHEVROLET, LLC                                                  | Delaware                                                            | 47-0922623                                |
| Texan Ford, Inc.                                                       | Texas                                                               | 76-0207034                                | VANDERBEEK MOTORS HOLDING, LLC                                         | Delaware                                                            | 20-5226839                                |
| Texan Sales GP, LLC                                                    | Delaware                                                            | 02-0695727                                | Vanderbeek Motors, Inc.                                                | California                                                          | 94-2494800                                |
| Texas Management Companies LP, LLC                                     | Delaware                                                            | 52-2135873                                | Vanderbeek Olds/GMC Truck, Inc.                                        | California                                                          | 68-0072435                                |
|                                                                        |                                                                     |                                           | VANDERBEEK TRUCK HOLDING, LLC                                          | Delaware                                                            | 20-5373982                                |
| The Pierce Corporation II, Inc.                                        | Arizona                                                             | 86-0743383                                | VILLAGE MOTORS, LLC                                                    | Delaware                                                            | 65-0944660                                |
| Tinley Park A. Imports, Inc.                                           | Delaware                                                            | 52-2124968                                | Vince Wiese Chevrolet, Inc.                                            | Delaware                                                            | 95-2703429                                |
| Tinley Park J. Imports, Inc.                                           | Delaware                                                            | 52-2104777                                | VINCE WIESE HOLDING, LLC                                               | Delaware                                                            | 20-5226871                                |
| Tinley Park V. Imports, Inc.                                           | Delaware                                                            | 84-1041105                                | VistaCal Luxury Imports, Inc.                                          | Delaware                                                            | 46-4551856                                |

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|                                      |            |            |                                            |          |            |
|--------------------------------------|------------|------------|--------------------------------------------|----------|------------|
| TN CDJR Motors, LLC                  | Delaware   | 45-4504914 | W.O. Bankston<br>Nissan, Inc.              | Texas    | 75-1279211 |
| WALLACE DODGE,<br>LLC                | Delaware   | 65-0944659 | Westgate<br>Chevrolet, Ltd.                | Texas    | 20-0058608 |
| WALLACE FORD, LLC                    | Delaware   | 65-0944658 | Westmont A.<br>Imports, Inc.               | Delaware | 65-0725800 |
| WALLACE<br>LINCOLN-MERCURY,<br>LLC   | Delaware   | 65-0944657 | Westmont B.<br>Imports, Inc.               | Delaware | 65-1151452 |
| WALLACE NISSAN,<br>LLC               | Delaware   | 65-0944655 | Westmont<br>Collision, Inc.                | Delaware | 46-4552876 |
| Webb Automotive Group,<br>Inc.       | California | 33-0338459 | Westmont M.<br>Imports, Inc.               | Delaware | 65-1151453 |
| West Colorado Motors,<br>LLC         | Delaware   | 65-0944593 | Woody Capital<br>Investment<br>Company II  | Colorado | 84-1167986 |
| West Houston Luxury<br>Imports, Inc. | Delaware   | 46-4552448 | Woody Capital<br>Investment<br>Company III | Colorado | 84-1167988 |
| West Side Motors, Inc.               | Tennessee  | 62-1030139 | Working Man's<br>Credit Plan, Inc.         | Texas    | 75-2458731 |
| Westgate Chevrolet GP,<br>LLC        | Delaware   | 06-1699676 | WPB Collision,<br>Inc.                     | Delaware | 52-2109996 |

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

200 SW 1st Ave

Fort Lauderdale, Florida 33301

(954) 769-6000

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**PROSPECTUS**

**AutoNation, Inc.**

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**SUBSCRIPTION RIGHTS**

**DEPOSITARY SHARES**

**STOCK PURCHASE CONTRACTS**

**UNITS**

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

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

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

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

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

please see Plan of Distribution on page 7 of this prospectus.

**Investing in our securities involves risks, including those described under Risk Factors beginning on page 4 of this prospectus. You should carefully read and consider these risk factors and the risk factors included in our periodic reports, in any prospectus supplement or free writing prospectus relating to specific offerings of securities and in other documents that we file with the Securities and Exchange Commission.**

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

**The date of this prospectus is February 22, 2019**

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**FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference herein contain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). All statements, other than statements of historical fact, included or incorporated by reference herein, are, or may be deemed to be, forward-looking statements. Words such as anticipate, expect, intend, goal, plan, believe, continue, may, will, could, and variations of such expressions are intended to identify such forward-looking statements. Statements regarding our strategy, future operations, financial position, estimated financial results, planned transactions, projected costs, as well as other statements that describe our objectives, goals or plans, are 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. Our forward-looking statements reflect our current expectations concerning future results and events, and they involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause our actual results, performance or achievements to be materially different from any future results, performance and achievements expressed or implied by these statements. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

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

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

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

We are investing significantly in our brand extension strategy, and if our strategic initiatives are not successful, we will have incurred significant expenses without the benefit of improved financial results.

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

New laws, regulations, or governmental policies regarding fuel economy and greenhouse gas emission standards, or changes to existing standards, may affect vehicle manufacturers' ability to produce

cost-effective vehicles or vehicles that consumers demand, which could adversely impact our business, results of operations, financial condition, cash flow, and prospects.

Natural disasters and adverse weather events can disrupt our business.

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

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

Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or

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regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

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

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

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

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

Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

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

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**ABOUT THIS PROSPECTUS**

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this shelf registration process, we may sell, from time to time, an indeterminate amount of any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer, which is not meant to be a complete description of each security. Each time that we sell securities, a prospectus supplement or a free writing prospectus containing specific information about the terms of that offering will be provided, including the specific amounts, prices and terms of the securities offered and the manner in which they will be offered. The prospectus supplement and any other offering material (including any free writing prospectus) may also add to, update or change information contained in this prospectus or in documents we have incorporated by reference into this prospectus. We urge you to read both this prospectus and any prospectus supplement and any other offering material (including any free writing prospectus) prepared by or on behalf of us for a specific offering of securities, together with the additional information described under the heading **Where You Can Find Additional Information** on page 7 of this prospectus. We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus, any prospectus supplement or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer to sell or soliciting an offer to purchase these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in this prospectus, any prospectus supplement or any free writing prospectus is accurate on any date other than the date on the front cover of such documents or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus or any prospectus supplement or free writing prospectus is delivered or securities are sold on a later date. Neither the delivery of this prospectus or any applicable prospectus supplement or free writing prospectus nor any distribution of securities pursuant to such documents shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus or any applicable prospectus supplement or free writing prospectus or in our affairs since the date of this prospectus or any applicable prospectus supplement or free writing prospectus. Our business, financial condition, results of operations and prospects may have changed since those dates.

For convenience, the terms **AutoNation**, **the Company**, **we**, **us**, and **our** are used in this prospectus to refer to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our dealership operations are conducted by our subsidiaries.

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### **THE COMPANY**

*This summary highlights certain information about AutoNation, Inc. Because it is a summary, it does not contain all the information you should consider before investing in our securities. You should read carefully this entire prospectus, any prospectus supplement or free writing prospectus and the documents that we incorporate herein and therein by reference, including the sections entitled Risk Factors and our financial statements and related notes. You may obtain a copy of the documents that we incorporate by reference without charge by following the instructions in the section below entitled Where You Can Find Additional Information.*

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of December 31, 2018, we owned and operated 326 new vehicle franchises from 239 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe include some of the most recognizable and well-known in our key markets, sell 33 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 92% of the new vehicles that we sold in 2018, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, FCA US, Mercedes-Benz, Nissan, BMW, and Volkswagen (including Audi and Porsche). We also own and operate 85 AutoNation-branded collision centers, and together with our vehicle dealerships, our AutoNation USA stores and our automotive auctions, we owned and operated over 325 locations coast to coast.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, parts and service, which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive finance and insurance products, which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources.

We were incorporated in Delaware in 1991. Our principal executive offices are located at 200 SW 1st Ave, Fort Lauderdale, FL 33301, and our telephone number at that address is (954) 769-6000. We maintain a website at [www.autonation.com](http://www.autonation.com). Information contained in or accessed through our website and social media channels does not constitute a part of this prospectus.

### **RISK FACTORS**

Investing in our securities involves risks. Before you decide whether to purchase any of our securities, in addition to the other information, documents or reports included or incorporated by reference into this prospectus and any prospectus supplement or other offering materials (including any free writing prospectus), you should carefully consider the risk factors described in the section entitled Risk Factors in any prospectus supplement or free writing prospectus, our most recent Annual Report on Form 10-K, any Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed subsequent to such Annual Report on Form 10-K, each of which is incorporated by reference into this prospectus and any prospectus supplement in its entirety, and as the same may be amended, supplemented or superseded from time to time by our filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act. For more information, see the section entitled Where You Can Find Additional Information on page 7 of this prospectus. These risks could materially and adversely affect our business, financial condition or operating results and could result in a partial or complete loss of your investment. Furthermore, additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also affect our operations.

### **USE OF PROCEEDS**

Unless otherwise indicated in a prospectus supplement or a free writing prospectus, the net proceeds from the sale of the securities will be used for general corporate purposes, which may include working capital, acquisitions,

construction of new facilities, repayment or refinancing of debt, share repurchases and other business opportunities.

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**DESCRIPTION OF CAPITAL STOCK**

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

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

**Capital Stock**

Under our Certificate of Incorporation, our authorized capital stock consists of 1,500,000,000 shares of common stock, par value \$0.01 per share, and 5,000,000 shares of preferred stock, par value \$0.01 per share. As of February 20, 2019, there were 90,058,836 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding.

***Common Stock***

Our common stock is listed on the New York Stock Exchange under the ticker symbol *AN*. Each holder of shares of our common stock is entitled to one vote for each share held of record on the applicable record date on all matters submitted to a vote of stockholders. Subject to any preferential dividend rights granted to the holders of any shares of our preferred stock that may at the time be outstanding, holders of our common stock are entitled to receive dividends as may be declared from time to time by our Board of Directors (*Board*) out of funds legally available therefor. Upon any liquidation or dissolution of AutoNation, holders of our common stock are entitled to share pro rata in all remaining assets available for distribution to stockholders after payment or providing for our liabilities and the liquidation preference of any outstanding preferred stock. Holders of our common stock have no preemptive right to purchase, subscribe for or otherwise acquire any unissued or treasury shares or other securities.

***Preferred Stock***

Our Certificate of Incorporation authorizes our Board to create preferred stock in one or more classes or series and to fix for each such class or series the voting powers, designations, preferences and relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof. Our Board is authorized to, among other things, provide that any such class or series of preferred stock may be (i) entitled to voting powers, full or limited; (ii) subject to redemption at such time or times and at such price or prices as our Board may establish; (iii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series as our Board may establish; (iv) entitled to such rights upon the dissolution of us, or upon any distribution of our assets, as our Board may establish; or (v) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of ours at such price or prices or at such rates of exchange and with such adjustments as our Board may establish. Issuance of preferred stock could discourage bids for the common stock at a premium as well as create a depressive effect on the market price of the common stock. As of the date hereof, no shares of preferred stock are outstanding.



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### **Certain Anti-Takeover Provisions of Our Certificate of Incorporation and By-Laws and the DGCL**

Certain provisions in our Certificate of Incorporation and By-Laws and the DGCL may have the effect of delaying, deferring or discouraging another party from acquiring us. These provisions, which are summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our Board.

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

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

#### ***Special Meetings of Stockholders***

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

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

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

### **DESCRIPTION OF OTHER SECURITIES**

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



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**PLAN OF DISTRIBUTION**

The securities being offered hereby may be sold by us from time to time in one or more transactions, including without limitation:

through underwriters or dealers;

through agents;

directly to purchasers, including our affiliates;

through a combination of any such methods of sale; or

through any other methods described in the applicable prospectus supplement or free writing prospectus. We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation, in the applicable prospectus supplement or free writing prospectus, as the case may be.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including AutoNation.

The SEC allows us to incorporate by reference information into this document. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this document, except for any information superseded by information that is included directly in this document or incorporated by reference subsequent to the date of this document.

This prospectus incorporates by reference the documents listed below and any future filings that we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information in the documents or filings that is deemed to have been furnished and not filed) after the date of this prospectus and prior to the termination of the offering.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 filed with the SEC on February 22, 2019;

Our Current Reports on Form 8-K filed with the SEC on January 9, 2019, January 24, 2019 and February 22, 2019 (with respect to Item 5.02 and Exhibit 10.1 of Item 9.01 only); and

The description of our common stock contained in our Form 8-A filed with the SEC on June 17, 1997. You may also request a copy of any documents incorporated by reference in this prospectus (including any exhibits that are specifically incorporated by reference in them), at no cost, by writing or telephoning us at the following address or telephone number:

AutoNation, Inc.

200 SW 1st Ave

Fort Lauderdale, FL 33301

Attention: Legal Department

Telephone: (954) 769-6000

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**LEGAL MATTERS**

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

**EXPERTS**

The consolidated financial statements of AutoNation, Inc. and its subsidiaries as of December 31, 2018 and 2017, and for each of the years in the three-year period ended December 31, 2018, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2018 have been incorporated by reference herein and in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

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

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

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

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

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

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

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

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

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

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

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

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

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

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

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

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

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**ITEM 16. EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Exhibits</b>                                                                                                                                                                                                                            |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                | Form(s) of Underwriting Agreement*                                                                                                                                                                                                                        |
| 4.1                | <u>Indenture, dated as of April 14, 2010, between AutoNation, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 15, 2010)</u> |
| 4.2                | <u>Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 13, 1999)</u>                                        |
| 4.3                | <u>Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 16, 2016)</u>                                                                   |
| 4.2                | Form of debt securities*                                                                                                                                                                                                                                  |
| 4.3                | Form of guarantee*                                                                                                                                                                                                                                        |
| 4.4                | Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder*                                                                                                                                      |
| 4.5                | Form of any preferred stock certificate*                                                                                                                                                                                                                  |
| 4.6                | Form of warrant agreement*                                                                                                                                                                                                                                |
| 5.1                | <u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</u>                                                                                                                                                                                            |
| 5.2                | <u>Opinion of C. Coleman G. Edmunds, Executive Vice President, General Counsel and Corporate Secretary of the Company</u>                                                                                                                                 |
| 23.1               | <u>Consent of KPMG LLP</u>                                                                                                                                                                                                                                |
| 23.2               | <u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1)</u>                                                                                                                                                                  |
| 23.3               | <u>Consent of C. Coleman G. Edmunds (included in Exhibit 5.2)</u>                                                                                                                                                                                         |
| 24.1               | <u>Powers of Attorney (included on the signature pages of the Registration Statement)</u>                                                                                                                                                                 |
| 25.1               | <u>Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of Wells Fargo Bank, National Association</u>                                                                                                                               |

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

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**ITEM 17. UNDERTAKINGS**

(a) The undersigned registrant hereby undertakes:

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

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

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

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

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

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

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

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

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

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into

the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

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

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

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

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

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

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

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

(c) The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering.

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

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**AUTONATION, INC.**

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

**POWERS OF ATTORNEY**

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

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

| Signature                                      | Title                                                                                            | Date              |
|------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------|
| /s/ Michael J. Jackson<br>Michael J. Jackson   | Chairman of the Board, Chief Executive<br>Officer and President (Principal Executive<br>Officer) | February 22, 2019 |
| /s/ Cheryl Miller<br>Cheryl Miller             | Executive Vice President and Chief Financial<br>Officer<br>(Principal Financial Officer)         | February 22, 2019 |
| /s/ Christopher R. Cade<br>Christopher R. Cade | Senior Vice President and Chief Accounting<br>Officer (Principal Accounting Officer)             | February 22, 2019 |
| /s/ Rick L. Burdick                            | Director                                                                                         | February 22, 2019 |

Rick L. Burdick

/s/ Tomago Collins

Director

February 22, 2019

Tomago Collins

/s/ David B. Edelson

Director

February 22, 2019

David B. Edelson

/s/ Robert R. Grusky

Director

February 22, 2019

Robert R. Grusky

/s/ Kaveh Khosrowshahi

Director

February 22, 2019

Kaveh Khosrowshahi

/s/ G. Mike Mikan

Director

February 22, 2019

G. Mike Mikan

/s/ Alison H. Rosenthal

Director

February 22, 2019

Alison H. Rosenthal

/s/ Jacqueline A. Travisano

Director

February 22, 2019

Jacqueline A. Travisano

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

7 ROD REAL ESTATE NORTH, A LIMITED LIABILITY COMPANY

7 ROD REAL ESTATE SOUTH, A LIMITED LIABILITY COMPANY

ABRAHAM CHEVROLET-TAMPA, INC.

ALBERT BERRY MOTORS, INC.

ALL-STATE RENT A CAR, INC.

AN CJ VALENCIA, INC.

AN CORPORATE MANAGEMENT

PAYROLL CORP.

AN DEALERSHIP HOLDING CORP.

AN TUCSON IMPORTS, LLC

AN/KPBG MOTORS, INC.

AN/MF ACQUISITION CORP

AUTO TECHLABS, INC.

ACP HOLDING CORP.

AUTO COMPANY XXVIII, INC.

AN AUTOPARTS, INC.

AUTO DEALERSHIP VII, LLC

ANUSA HOLDING, LLC

AUTO HOLDING, LLC

AUTO WEST, INC.

AUTONATION BENEFITS COMPANY, INC.

AUTONATION CORPORATE

MANAGEMENT, LLC

AUTONATION ENTERPRISES

INCORPORATED

AUTONATION MOTORS HOLDING CORP.

AUTONATION MOTORS OF LITHIA SPRINGS, INC.

AUTONATION REALTY CORPORATION

AUTONATION V. IMPORTS OF DELRAY BEACH, LLC

BANKSTON AUTO, INC.

BATFISH, LLC

BBCSS, INC.

BEACH CITY CHEVROLET COMPANY, INC.

BEACH CITY HOLDING, LLC

BLEDSON DODGE, LLC

BOB TOWNSEND FORD, INC.

BODY SHOP HOLDING CORP.

CHAMPION CHEVROLET HOLDING, LLC

CHAMPION CHEVROLET, LLC

CHAMPION FORD, INC.

CHARLIE THOMAS CHRYSLER-

PLYMOUTH, INC.

CHESROWN AUTO, LLC

CHESROWN FORD, INC.

CJ VALENCIA HOLDING, LLC

CONSUMER CAR CARE CORPORATION

CORPORATE PROPERTIES HOLDING, INC.

COURTESY AUTO GROUP, INC.

DEALERSHIP REALTY CORPORATION

DESERT CHRYSLER-PLYMOUTH, INC.

DESERT DODGE, INC.

DON-A-VEE JEEP-EAGLE, INC.

DRIVER`S MART WORLDWIDE, INC.

EASTGATE FORD, INC.

EL MONTE IMPORTS HOLDING, LLC

EL MONTE IMPORTS, INC.

EL MONTE MOTORS HOLDING, LLC

EL MONTE MOTORS, INC.

FLORIDA AUTO CORP.

FORD OF KIRKLAND, INC.

FRED OAKLEY MOTORS, INC.

FT. LAUDERDALE NISSAN, INC.

GA F IMPORTS, LLC

HAYWARD DODGE, INC.

HORIZON CHEVROLET, INC.

JEMAUTCO, INC.

JERRY GLEASON CHEVROLET, INC.

JERRY GLEASON DODGE, INC.

JOE MACPHERSON IMPORTS NO. I

KENYON DODGE, INC.

LES MARKS CHEVROLET, INC.

LEW WEBB`S FORD, INC.

LEW WEBB S IRVINE NISSAN HOLDING, LLC

LEW WEBB S IRVINE NISSAN, INC.

MACHOWARD LEASING

MARKS FAMILY DEALERSHIPS, INC.

MC/RII, LLC

MIKE SHAD CHRYSLER PLYMOUTH JEEP EAGLE, INC.

MISSION BLVD. MOTORS, INC.

NY PALISADES LUXURY IMPORTS, INC.

PAYTON-WRIGHT FORD SALES, INC.

PEYTON CRAMER JAGUAR

PEYTON CRAMER LM HOLDING, LLC

PITRE CHRYSLER-PLYMOUTH-JEEP OF

SCOTTSDALE, INC.

QUINLAN MOTORS, INC.

REAL ESTATE HOLDINGS, INC.

REPUBLIC RESOURCES COMPANY  
REPUBLIC RISK MANAGEMENT SERVICES, INC.  
RESOURCES AVIATION, INC.  
RI MERGER CORP.  
RI/BBNM ACQUISITION CORP.  
RI/WFI ACQUISITION CORPORATION  
SHAMROCK F. HOLDING, LLC  
SHAMROCK FORD, INC.  
SIX JAYS LLC  
SMI MOTORS HOLDING, LLC  
SMI MOTORS, INC.  
STEAKLEY CHEVROLET GP, LLC  
STEAKLEY CHEVROLET, LTD.

BY: STEAKLEY CHEVROLET GP, LLC  
ITS: GENERAL PARTNER  
STEEPLECHASE MOTOR COMPANY  
SUNRISE NISSAN OF JACKSONVILLE, INC.  
SUNSET PONTIAC-GMC, INC.  
SUNSET PONTIAC-GMC TRUCK SOUTH, INC.  
SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC  
THE PIERCE CORPORATION II, INC.  
TINLEY PARK A. IMPORTS, INC.  
TINLEY PARK J. IMPORTS, INC.  
TINLEY PARK V. IMPORTS, INC.

TN F IMPORTS, LLC

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TORRANCE NISSAN, LLC  
TORRANCE NISSAN HOLDING, LLC  
TRIANGLE CORPORATION  
VALENCIA DODGE  
VALENCIA DODGE HOLDING, LLC  
VANDERBEEK OLDS/GMC TRUCK, INC.  
VANDERBEEK TRUCK HOLDING, LLC  
WALLACE DODGE, LLC  
WALLACE NISSAN, LLC  
WALLACE LINCOLN-MERCURY, LLC  
WORKING MAN'S CREDIT PLAN, INC.

AUTONATION FINANCIAL SERVICES, LLC

ASE MOTORS HOLDING CORP.  
TIER2 CORPORATION  
ACER FIDUCIARY, INC.

AUTO COMPANY 2016-13, INC.  
AUTONATION SUITE 101, INC.

AUTO COMPANY 2016-15, INC.

AUTO COMPANY 2016-16, INC.

AUTO COMPANY 2016-17, INC.

AUTO COMPANY 2016-18, INC.

AUTO COMPANY 2016-19, INC.

AUTO COMPANY 2016-20, INC.

AUTO DEALERSHIP 2016-4, LLC  
MOBILE MOTORS, LLC

AUTO DEALERSHIP 2016-9, LLC

AUTO DEALERSHIP 2016-10, LLC  
AN F. IMPORTS OF HAWTHORNE, LLC  
PEYTON CRAMER INFINITI  
AN SEATTLE MOTORS, INC.  
AN MOTORS OF DELRAY BEACH, INC.  
MIDWAY CHEVROLET, INC.  
QUALITY NISSAN GP, LLC  
QUALITY NISSAN, LTD.  
BY: QUALITY NISSAN GP, LLC  
ITS: GENERAL PARTNER  
COURTESY BROADWAY, LLC  
BANKSTON CHRYSLER JEEP OF FRISCO, L.P.  
BY: BANKSTON CJ GP, LLC  
ITS: GENERAL PARTNER  
BANKSTON CJ GP, LLC  
FINANCIAL SERVICES GP, LLC  
FINANCIAL SERVICES, LTD.  
BY: FINANCIAL SERVICES GP, LLC  
ITS: GENERAL PARTNER  
AN CORPUS CHRISTI IMPORTS ADV. GP, LLC

AN CORPUS CHRISTI IMPORTS ADV., LP

BY: AN CORPUS CHRISTI ADV. GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE THOMAS COURTESY LEASING, INC.  
AN CORPUS CHRISTI IMPORTS II GP, LLC  
AN CORPUS CHRISTI IMPORTS II, LP

BY: AN CORPUS CHRISTI IMPORTS II GP, LLC  
ITS: GENERAL PARTNER  
AUTO COMPANY VIII, INC.  
AN PONTIAC GMC HOUSTON NORTH GP, LLC  
AN PONTIAC GMC HOUSTON NORTH, LP

BY: AN PONTIAC GMC HOUSTON NORTH GP, LLC  
ITS: GENERAL PARTNER  
AUTO COMPANY XII, INC.  
STEVE MOORE CHEVROLET DELRAY, LLC

AN MOTORS OF FT. LAUDERDALE, INC.  
AN MOTORS OF DALLAS, INC.

HVWV MOTORS, LLC  
W.O. BANKSTON NISSAN, INC.  
SUPERIOR NISSAN, INC.  
BANKSTON NISSAN IN IRVING, INC.  
AUTO COMPANY IX, INC.  
AN IMPORTS OF SEATTLE, INC.  
AN COLLISION CENTER OF SARASOTA, INC.  
PIERCE AUTOMOTIVE CORPORATION  
AUTOHAUS HOLDINGS, INC.

AN TEXAS REGION MANAGEMENT, LTD.

BY: AUTONATION NORTH TEXAS MANAGEMENT GP, LLC

ITS: GENERAL PARTNER

AUTONATION NORTH TEXAS MANAGEMENT GP, LLC

AUTO COMPANY 2017-01, INC.

AUTO COMPANY 2017-02, INC.

AUTO COMPANY 2017-03, INC.

AUTO COMPANY 2017-04, INC.

AUTO COMPANY 2017-05, INC.

AUTO COMPANY 2017-06, INC.

AUTO COMPANY 2017-07, INC.

AUTO COMPANY 2017-08, INC.

AUTO COMPANY 2017-09, INC.

AUTO COMPANY 2017-10, INC.

AUTO DEALERSHIP 2017-01, LLC

AUTO DEALERSHIP 2017-03, LLC

AUTO DEALERSHIP 2017-04, LLC

AUTO DEALERSHIP 2017-05, LLC

AUTO DEALERSHIP 2017-06, LLC

AUTO DEALERSHIP 2017-07, LLC

AUTO DEALERSHIP 2017-08, LLC

AUTO DEALERSHIP 2017-09, LLC

AUTO DEALERSHIP 2017-10, LLC

AUTO DEALERSHIP 2017-11, LLC

AUTO DEALERSHIP 2017-12, LLC

AUTO DEALERSHIP 2017-13, LLC

AUTO DEALERSHIP 2017-14, LLC

AUTO DEALERSHIP 2017-15, LLC

AUTO DEALERSHIP 2017-16, LLC

AUTO DEALERSHIP 2017-17, LLC

AUTO DEALERSHIP 2017-18, LLC

AUTO DEALERSHIP 2017-19, LLC

AUTO DEALERSHIP 2017-20, LLC

AUTO DEALERSHIP 2017-21, LLC  
AUTO DEALERSHIP 2017-22, LLC  
AUTO DEALERSHIP 2017-23, LLC  
AUTO DEALERSHIP 2017-24, LLC  
AUTO DEALERSHIP 2017-25, LLC  
AUTO DEALERSHIP 2017-26, LLC  
AUTO DEALERSHIP 2017-27, LLC  
AUTO DEALERSHIP 2017-28, LLC  
AUTO DEALERSHIP 2017-29, LLC  
AUTO DEALERSHIP 2017-30, LLC  
AN CORPUS CHRISTI IMPORTS GP, LLC  
AN CORPUS CHRISTI IMPORTS, LP  
BY: AN CORPUS CHRISTI IMPORTS GP, LLC  
ITS: GENERAL PARTNER  
AN F. IMPORTS OF HAWTHORNE HOLDING, LLC  
AUTONATION ORLANDO VENTURE HOLDINGS, INC.  
HILLARD AUTO GROUP, INC.  
IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP  
BY: WEBB AUTOMOTIVE GROUP, INC.  
ITS: GENERAL PARTNER  
LANCE CHILDREN, INC.  
MACHOWARD LEASING HOLDING, LLC

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MULLINAX USED CARS, INC.

PEYTON CRAMER INIFINITI HOLDING, LLC

TEXAS MANAGEMENT COMPANIES LP, LLC

TOYOTA CERRITOS LIMITED

PARTNERSHIP

BY: WEBB AUTOMOTIVE GROUP, INC.

ITS: GENERAL PARTNER

CERRITOS BODY WORKS, INC.

CERRITOS BODY WORKS HOLDING, LLC

LOT 4 REAL ESTATE HOLDINGS, LLC

AN F. IMPORTS OF ROSEVILLE, INC.

FOX CHEVROLET, LLC

RI/LLC ACQUISITION CORP.

AN F. IMPORTS OF ROSEVILLE HOLDING, LLC

AN F. IMPORTS OF ATLANTA, LLC

AL FORT PAYNE MOTORS, LLC

NISSAN OF BRANDON, INC.

G.B. IMPORT SALES & SERVICE HOLDING, LLC

G.B. IMPORT SALES & SERVICE, LLC

OXNARD VENTURE HOLDINGS, INC

OXNARD EUROPEAN MOTORS, LLC

SACRAMENTO COLLISION, INC.

AUTONATION IMPORTS OF KATY GP, LLC

AUTONATION IMPORTS OF KATY, L.P.

BY: AUTONATION IMPORTS OF KATY GP, LLC

ITS: GENERAL PARTNER

AN MOTORS OF FEDERAL HIGHWAY, LLC

SUNRISE NISSAN OF ORANGE PARK, INC.

AN CENTRAL REGION MANAGEMENT, LLC

AUTO DEALERSHIP 2016-1, LLC

AUTO DEALERSHIP 2016-2, LLC

AN F. IMPORTS OF NORTH PHOENIX, INC.

LAS VEGAS ANUSA, LLC

GILBERT ANUSA, LLC

TX ENNIS AUTOPLEX MOTORS, INC.

TX MOTORS ON SOUTHWEST LOOP, INC.

CA-CC FREMONT, INC.

IRVINE BODY SHOP, INC.

CENTENNIAL COLLISION, INC.

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

**Table of Contents****POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                                        | <b>Date</b>       |
|-------------------------|----------------------------------------------------------------------------------------|-------------------|
| /s/ C. Coleman Edmunds  | President and Sole Director (as to corporate registrants)/Sole                         | February 22, 2019 |
| C. Coleman Edmunds      | Manager (as to limited liability company registrants)<br>(Principal Executive Officer) |                   |
| /s/ David E. Schoenborn | Treasurer (Principal Financial Officer and Principal                                   | February 22, 2019 |
| David E. Schoenborn     | Accounting Officer)                                                                    |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

ABRAHAM CHEVROLET-MIAMI, INC.  
LUXURY ORLANDO IMPORTS, INC.  
AN CADILLAC OF WPB, LLC  
EASTERN REGION MANAGEMENT, LLC  
AN FORT MYERS IMPORTS, LLC  
AN IMPORTS OF FT. LAUDERDALE, INC.  
AN IMPORTS ON WESTON ROAD, INC.  
AN LUXURY IMPORTS OF COCONUT CREEK, INC.  
AN LUXURY IMPORTS OF PALM BEACH, INC.  
AN LUXURY IMPORTS OF PEMBROKE PINES, INC.  
AN LUXURY IMPORTS OF SANFORD, LLC  
AN LUXURY IMPORTS OF SARASOTA, INC.  
AN MOTORS OF BROOKSVILLE, INC.  
AUTONATION IMPORTS OF LONGWOOD, INC.  
AUTONATION IMPORTS OF PALM BEACH, INC.  
AUTONATION IMPORTS OF WINTER PARK, INC.  
AUTONATION USA OF PERRINE, INC.  
BEACON MOTORS, INC.  
BENGAL MOTOR COMPANY, LTD.

BY: BENGAL MOTORS, INC.  
ITS: GENERAL PARTNER  
BENGAL MOTORS, INC.  
BULL MOTORS, LLC  
CARLISLE MOTORS, LLC  
CHEVROLET WORLD, INC.

COASTAL CADILLAC, INC.  
CONTEMPORARY CARS, INC.  
D/L MOTOR COMPANY  
DON MEALEY CHEVROLET, INC.  
DON MEALEY IMPORTS, INC.  
FIRST TEAM AUTOMOTIVE CORP.  
FIRST TEAM FORD OF MANATEE, LTD.

BY: FIRST TEAM MANAGEMENT, INC.  
ITS: GENERAL PARTNER  
FIRST TEAM FORD, LTD.

BY: FIRST TEAM MANAGMENT, INC.  
ITS: GENERAL PARTNER  
FIRST TEAM MANAGEMENT, INC.  
GULF MANAGEMENT, INC.  
JIM QUINLAN CHEVROLET CO.  
KING S CROWN FORD, INC.  
L.P. EVANS MOTORS WPB, INC.  
L.P. EVANS MOTORS, INC.  
MAITLAND LUXURY IMPORTS, INC.  
MEALEY HOLDINGS, INC.  
MIKE SHAD FORD, INC.  
MULLINAX FORD SOUTH, INC.  
PEMBROKE MOTORS, INC.  
RI/BB ACQUISITION CORP.  
RI/HOLLYWOOD NISSAN  
ACQUISITION CORP.  
RKR MOTORS, INC.  
STAR MOTORS, LLC  
STEVE MOORE CHEVROLET, LLC  
SUTHERLIN IMPORTS, LLC  
WALLACE FORD, LLC

AUTO DEALERSHIP V, LLC

AN COLLISION CENTER FTL SOUTH, INC.

HOLLYWOOD IMPORTS LIMITED, INC.

AN MOTORS OF PEMBROKE, LLC

EMPIRE SERVICES AGENCY, INC.

AMERICAN WAY MOTORS, INC.

AN H. IMPORTS OF ATLANTA, LLC

AN LUXURY IMPORTS OF MARIETTA, LLC

AN MOTORS OF MEMPHIS, INC.

AN T. IMPORTS OF ATLANTA, LLC

AN/MNI ACQUISITION CORP.

AUTONATION IMPORTS OF LITHIA SPRINGS, LLC

BILL AYARES CHEVROLET, LLC

CHUCK CLANCY FORD OF MARIETTA, LLC

COOK-WHITEHEAD FORD, INC.

COVINGTON PIKE MOTORS, INC.

DOBBS FORD OF MEMPHIS, INC.

DOBBS FORD, INC.

DOBBS MOBILE BAY, INC.

ED MULLINAX FORD, LLC

FOX MOTORS, LLC

GENE EVANS FORD, LLC

GEORGE SUTHERLIN NISSAN, LLC

GOVERNMENT BOULEVARD MOTORS, INC.

JOHN M. LANCE FORD, LLC

LEESBURG IMPORTS, LLC

LEESBURG MOTORS, LLC

MULLINAX EAST, LLC

MULLINAX FORD NORTH CANTON, INC.

NORTHPOINT CHEVROLET, LLC

SUTHERLIN H. IMPORTS, LLC

SUTHERLIN NISSAN, LLC

VALLEY CHEVROLET, LLC

WEST SIDE MOTORS, INC.

AUTO COMPANY XVII, INC.

AUTO DEALERSHIP VI, LLC

HVA IMPORTS, LLC

HVM IMPORTS, LLC

HVS MOTORS, LLC

MORTIMER COLLISION, LLC

NY MT. KISCO LUXURY IMPORTS, INC.

NY LUXURY MOTORS OF MT. KISCO, INC.

NY WHITE PLAINS LUXURY IMPORTS, INC.

NY LNR LUXURY IMPORTS, INC.

AL F-L MOTORS, LLC

GA CDJR MOTORS, LLC

GA H IMPORTS, LLC

GA HY IMPORTS, LLC

GA COLUMBUS IMPORTS, LLC

TN CDJR MOTORS, LLC

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BETHESDA LUXURY IMPORTS, LLC

AUTO COMPANY XXVII, INC.

GERMANTOWN LUXURY IMPORTS, LLC

DELRAY LUXURY IMPORTS, INC.

WPB COLLISION, INC.

GA-CC COLUMBUS, INC.

AUTO DEALERSHIP III, LLC

AUTO DEALERSHIP IV, LLC

NAPERVILLE IMPORTS, INC.

VILLAGE MOTORS, LLC

WESTMONT A. IMPORTS, INC.

WESTMONT B. IMPORTS, INC.

WESTMONT COLLISION, INC.

WESTMONT M. IMPORTS, INC.

TOUSLEY FORD, INC.

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

**POWER OF ATTORNEY**

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

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he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or the substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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

| <b>Signature</b>         | <b>Title(s)</b>                                                                                                                               | <b>Date</b>       |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| /s/ Ronald J. Ardissonne | President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer) | February 22, 2019 |
| Ronald J. Ardissonne     |                                                                                                                                               |                   |
| /s/ Robert Shane Oldham  | Treasurer (Principal Financial Officer and Principal Accounting Officer)                                                                      | February 22, 2019 |
| Robert Shane Oldham      |                                                                                                                                               |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on February 22, 2019.

AN COLLISION CENTER OF ADDISON, INC.

AN COLLISION CENTER OF NORTH HOUSTON, INC.

AN CORPUS CHRISTI T. IMPORTS GP, LLC

AN MOTORS ON SOUTH PADRE, LP

BY: AN CORPUS CHRISTI GP, LLC

ITS: GENERAL PARTNER

AN CORPUS CHRISTI GP, LLC

AN CORPUS CHRISTI MOTORS, INC.

AN CORPUS CHRISTI T. IMPORTS, LP

BY: AN CORPUS CHRISTI T.

IMPORTS GP, LLC

ITS: GENERAL PARTNER

AN COUNTY LINE FORD, INC.

AN LUXURY IMPORTS GP, LLC

AN LUXURY IMPORTS, LTD.

BY: AN LUXURY IMPORTS GP, LLC

ITS: GENERAL PARTNER

AUTO COMPANY VI, INC.

AUTO COMPANY VII, INC.

AUTO COMPANY XI, INC.

AUTONATION FORT WORTH MOTORS, LTD.

BY: AUTONATION GM GP, LLC  
ITS: GENERAL PARTNER  
AUTONATION GM GP, LLC  
BANKSTON FORD OF FRISCO, LTD. CO.  
BANKSTON NISSAN LEWISVILLE GP, LLC  
BANKSTON NISSAN LEWISVILLE, LTD.

BY: BANKSTON NISSAN LEWISVILLE GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE HILLARD, INC.  
CHARLIE THOMAS CHEVROLET GP, LLC  
CHARLIE THOMAS CHEVROLET, LTD.

BY: CHARLIE THOMAS  
CHEVROLET GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE THOMAS COURTESY GP, LLC  
CHARLIE THOMAS F. GP, LLC  
CHARLIE THOMAS FORD, LTD.

BY: CHARLIE THOMAS F. GP, LLC  
ITS: GENERAL PARTNER  
CHARLIE THOMAS` COURTESY FORD, LTD.

BY: CHARLIE THOMAS COURTESY GP, LLC  
ITS: GENERAL PARTNER  
CORPUS CHRISTI COLLISION CENTER, INC.  
CT INTERCONTINENTAL GP, LLC  
CT INTERCONTINENTAL, LTD.

BY: CT INTERCONTINENTAL GP, LLC

ITS: GENERAL PARTNER

CT MOTORS, INC.

HOUSTON AUTO M. IMPORTS GREENWAY, LTD.

BY: HOUSTON IMPORTS GREENWAY GP, LLC

ITS: GENERAL PARTNER

HOUSTON AUTO M. IMPORTS NORTH, LTD.

BY: HOUSTON IMPORTS NORTH GP, LLC

ITS: GENERAL PARTNER

HOUSTON IMPORTS GREENWAY GP, LLC

HOUSTON IMPORTS NORTH GP, LLC

LEWISVILLE COLLISION, INC.

LEWISVILLE IMPORTS GP, LLC

LEWISVILLE IMPORTS, LTD.

BY: LEWISVILLE IMPORTS GP, LLC

ITS: GENERAL PARTNER

MARKS TRANSPORT, INC.

MIKE HALL CHEVROLET, INC.

NICHOLS FORD, LTD.

BY: NICHOLS GP, LLC

ITS: GENERAL PARTNER

NICHOLS GP, LLC

PLAINS CHEVROLET GP, LLC

PLAINS CHEVROLET, LTD.

BY: PLAINS CHEVROLET GP, LLC

ITS: GENERAL PARTNER

PORT CITY IMPORTS, INC.

RI/RMC ACQUISITION GP, LLC

RI/RMC ACQUISITION, LTD.

BY: RI/RMC ACQUISITION GP, LLC

ITS: GENERAL PARTNER

RI/RMT ACQUISITION, LTD.

BY: RI/RMT ACQUISITION GP, LLC

ITS: GENERAL PARTNER

RI/RMT ACQUISITION GP, LLC

TEXAN FORD SALES, LTD.

BY: TEXAN SALES GP, LLC

ITS: GENERAL PARTNER

TEXAN FORD, INC.

TEXAN SALES GP, LLC

WESTGATE CHEVROLET GP, LLC

WESTGATE CHEVROLET, LTD.

BY: WESTGATE CHEVROLET GP, LLC

ITS: GENERAL PARTNER

AN F. IMPORTS OF NORTH DENVER, LLC

AN/CF ACQUISITION CORP.

C. GARRET, INC.

CENTENNIAL AUTOMOTIVE, LLC

CHESROWN CHEVROLET, LLC

CHESROWN COLLISION CENTER, INC.

EMICH SUBARU WEST, LLC

J-R MOTORS COMPANY NORTH

BY: WOODY CAPITAL INVESTMENT CO.III

ITS: GENERAL PARTNER

BY: R. COOP LIMITED

ITS: GENERAL PARTNER

BY: R.L. BUSCHER III, INC.

ITS: GENERAL PARTNER

J-R MOTORS COMPANY SOUTH

BY: WOODY CAPITAL INVESTMENT CO II

ITS: GENERAL PARTNER

BY: C. GARRETT, INC.

ITS: GENERAL PARTNER

BY: R.L. BUSCHER II, INC.

ITS: GENERAL PARTNER

R. COOP LIMITED

R.L. BUSCHER II, INC.

R.L. BUSCHER III, INC.

SOUTH BROADWAY MOTORS, LLC

SOUTHWEST MOTORS OF DENVER, LLC

WOODY CAPITAL INVESTMENT COMPANY II

AUTO MOTORS OF ENGLEWOOD, LLC

WOODY CAPITAL INVESTMENT COMPANY III

LUXURY WOODLANDS IMPORTS, INC.

WEST HOUSTON LUXURY IMPORTS, INC.

ALLEN SAMUELS CHEVROLET OF CORPUS CHRISTI, INC.

ALLEN SAMUELS CHEVROLET OF WACO, INC.

TX MOTORS OF NORTH RICHLAND HILLS, INC.

TX MOTORS ON KATY FREEWAY, INC.

TX ALLIANCE MOTORS, INC.

TX WEST HOUSTON MOTORS, INC.

KATY ANUSA, LLC

HOUSTON ANUSA, LLC

CORPUS CHRISTI ANUSA, LLC

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TX-CC GALLERIA, INC.

TX-CC SPRING, INC.

TX-CC DALLAS, INC.

ALLISON BAVARIAN HOLDING, LLC

AN CHEVROLET ARROWHEAD, INC.

AN COLLISION CENTER OF LAS VEGAS, INC.

AN COLLISION CENTER OF TEMPE, INC.

AN IMPORTS OF SPOKANE, INC.

AN IMPORTS OF STEVENS CREEK HOLDING, LLC

AN LUXURY IMPORTS HOLDING, LLC

AN LUXURY IMPORTS OF PHOENIX, INC.

AN LUXURY IMPORTS OF SPOKANE, INC.

AN LUXURY IMPORTS OF TUCSON, INC.

AN MOTORS OF SCOTTSDALE, LLC

AN NORTH PHOENIX COLLISION, INC.

AN SAN JOSE LUXURY IMPORTS HOLDINGS, LLC

AN SUBARU MOTORS, INC.

AN/PF ACQUISITION CORP.

APPLEWAY CHEVROLET, INC.

AUTO CAR HOLDING, LLC

AUTO COMPANY XIII, INC.

AUTO COMPANY XIV, INC.

AUTO COMPANY XXI, INC.

AUTO COMPANY XXV, INC.

AUTO DEALERSHIP IX, LLC

AUTO DEALERSHIP VIII, LLC

AUTO DEALERSHIP X, LLC

AUTO DEALERSHIP XXIII, LLC

AUTO MISSION HOLDING, LLC

BELL MOTORS, LLC

BELLEVUE AUTOMOTIVE, INC.

BELLEVUE COLLISION, INC.  
BROWN & BROWN CHEVROLET  
  
SUPERSTITION SPRINGS, LLC  
BROWN & BROWN CHEVROLET, INC.  
BROWN & BROWN NISSAN MESA, L.L.C.  
BROWN & BROWN NISSAN, INC.  
CARWELL HOLDING, LLC  
COSTA MESA CARS HOLDING, LLC  
DESERT BUICK-GMC TRUCKS, L.L.C.  
DESERT GMC, L.L.C.  
DOBBS MOTORS OF ARIZONA, INC.  
EDGREN MOTOR HOLDING, LLC  
FIT KIT HOLDING, LLC  
FREMONT LUXURY IMPORTS HOLDING, LLC  
HENDERSON ANUSA, LLC  
HOUSE OF IMPORTS HOLDING, LLC  
IRVINE IMPORTS HOLDING, LLC  
JOE MACPHERSON INFINITI HOLDING, LLC  
JRJ INVESTMENTS, INC.  
MACPHERSON ENTERPRISES, INC.  
MAGIC ACQUISITION HOLDING, LLC  
MR. WHEELS HOLDING, LLC  
NEWPORT BEACH CARS HOLDING, LLC  
NORTHWEST FINANCIAL GROUP, INC.  
PEYTON CRAMER AUTOMOTIVE HOLDING, LLC  
PEYTON CRAMER F. HOLDING, LLC  
PHOENIX ANUSA, LLC  
PIERCE, LLC  
RENTON H IMPORTS, INC.  
ROSEVILLE MOTOR HOLDING, LLC  
SAHARA IMPORTS, INC.  
SAHARA NISSAN, INC.  
STEVENS CREEK HOLDING, LLC  
STEVENS CREEK LUXURY IMPORTS HOLDING, LLC

TASHA INCORPORATED TEMPE AUTO IMPORTS, INC.

TERRY YORK MOTOR CARS HOLDING, LLC

VALENCIA AUTO IMPORTS HOLDING, LLC

VALENCIA B. IMPORTS HOLDING, LLC

VALENCIA H. IMPORTS HOLDING, LLC

VANDERBEEK MOTORS HOLDING, LLC

VINCE WIESE HOLDING, LLC

WEBB AUTOMOTIVE GROUP, INC.

AN WESTERN REGION MANAGEMENT, LLC

HENDERSON COLLISION, INC.

CHANDLER COLLISION, INC.

MESA COLLISION INC.

GILBERT BODY SHOP, INC.

TEMPE BODY SHOP, INC.

T-WEST SALES & SERVICE, INC.

JLR LUXURY IMPORTS OF FREMONT, INC.

IMPORTS ON PCH, INC.

TUCSON COLLISION, INC.

AUTO DEALERSHIP 2016-5, LLC

AUTO DEALERSHIP 2016-6, LLC

AUTO DEALERSHIP 2016-7, LLC

WEST COLORADO MOTORS, LLC

PLANO COLLISION, INC.

By: /s/ Steve Kwak  
Steve Kwak  
President

**Table of Contents****POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                                                                                               | <b>Date</b>       |
|-------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak          | President and Sole Director (as to corporate registrants)/Manager (as to limited liability company registrants) (Principal Executive Officer) | February 22, 2019 |
| Steve Kwak              |                                                                                                                                               |                   |
| /s/ James Joseph Murphy | Treasurer (Principal Financial Officer and Principal Accounting Officer)                                                                      | February 22, 2019 |
| James Joseph Murphy     |                                                                                                                                               |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Costa Mesa, State of California, on February 22, 2019.

**COSTA MESA CARS, INC.**

By: /s/ Kevin Oliff  
Kevin Oliff  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>                                     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|------------------------------------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Kevin Oliff<br>Kevin Oliff                       | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| /s/ David Gregory Mayberry<br>David Gregory Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encinitas, State of California, on February 22, 2019.

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

By: /s/ Darrin Fetterolf  
Darrin Fetterolf  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Darrin Fetterolf | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Darrin Fetterolf     |                                                                          |                   |
| /s/ Ronald Shaeffer  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Ronald Shaeffer      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vista, State of California, on February 22, 2019.

**VISTACAL LUXURY IMPORTS, INC.**

By: /s/ Darrin Fetterolf  
Darrin Fetterolf  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Darrin Fetterolf | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Darrin Fetterolf     |                                                                          |                   |
| /s/ Ronald Shaeffer  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Ronald Shaeffer      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on February 22, 2019.

**BUENA PARK LUXURY IMPORTS, INC.**

By: /s/ Jake Kahen  
 Jake Kahen  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b> | <b>Title(s)</b>                                                          | <b>Date</b>       |
|------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Jake Kahen   | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Jake Kahen       |                                                                          |                   |
| /s/ Jordan Fox   | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Jordan Fox       |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**VALENCIA H. IMPORTS, INC.**

By: /s/ John Anthony Turja  
John Anthony Turja  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>                                 | <b>Title(s)</b>                                                          | <b>Date</b>       |
|--------------------------------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ John Anthony Turja<br><br>John Anthony Turja | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| /s/ Erin Marrone<br><br>Erin Marrone             | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 22, 2019.

**CARWELL, LLC**

By: /s/ Sudhir Sood  
Sudhir Sood  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Sudhir Sood     | President and Manager (Principal Executive Officer)                      | February 22, 2019 |
| Sudhir Sood         |                                                                          |                   |
| /s/ Linda Terashita | Vice President, Secretary and Manager                                    | February 22, 2019 |
| Linda Terashita     |                                                                          |                   |
| /s/ David Sheu      | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Sheu          |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**VINCE WIESE CHEVROLET, INC.**

By: /s/ Charles Coia  
Charles Coia  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>                     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|--------------------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Charles Coia<br><br>Charles Coia | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| /s/ Erin Marrone<br><br>Erin Marrone | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 22, 2019.

**PEYTON CRAMER FORD**

By: /s/ Dan Turner  
 Dan Turner  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>   | <b>Title(s)</b>                                                          | <b>Date</b>       |
|--------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Dan Turner     | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Dan Turner         |                                                                          |                   |
| /s/ Elisa Da Silva | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Elisa Da Silva     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**MAGIC ACQUISITION CORP.**

By: /s/ Ara Printsian  
Ara Printsian  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>  | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Ara Printsian | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Ara Printsian     |                                                                          |                   |
| /s/ Erin Marrone  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Erin Marrone      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on February 22, 2019.

**JOE MACPHERSON FORD**

By: /s/ Jeffrey Nicols  
Jeffrey Nicols  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>           | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Jeffrey Nicols         | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Jeffrey Nicols             |                                                                          |                   |
| /s/ David Gregory Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Gregory Mayberry     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 22, 2019.

**AUTO CAR, INC.**

By: /s/ Leslie Braner  
Leslie Braner  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Leslie Braner    | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Leslie Braner        |                                                                          |                   |
| /s/ Kimberly Jackson | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Kimberly Jackson     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on February 22, 2019.

**ALLISON BAVARIAN**

By: /s/ Pejman Roshan  
Pejman Roshan

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Pejman Roshan    | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Pejman Roshan        |                                                                          |                   |
| /s/ Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Douglas Crumlich     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 22, 2019.

**ROSEVILLE MOTOR CORPORATION**

By: /s/ Mo Mehrpore  
Mo Mehrpore  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Mo Mehrpore      | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Mo Mehrpore          |                                                                          |                   |
| /s/ Kimberly Jackson | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Kimberly Jackson     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 22, 2019.

**STEVENS CREEK MOTORS, INC.**

By: /s/ Raymond Pezzi  
Raymond Pezzi  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Raymond Pezzi    | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Raymond Pezzi        |                                                                          |                   |
| /s/ Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Douglas Crumlich     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encino, State of California, on February 22, 2019.

**TERRY YORK MOTOR CARS, LTD.**

By: /s/ Chance Corbitt  
 Chance Corbitt  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>   | <b>Title(s)</b>                                                          | <b>Date</b>       |
|--------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Chance Corbitt | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Chance Corbitt     |                                                                          |                   |
| /s/ Elisa Da Silva | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Elisa Da Silva     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on February 22, 2019.

**AN FREMONT LUXURY IMPORTS, INC.**

By: /s/ Gretchen Sprenger  
Gretchen Sprenger  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>      | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Gretchen Sprenger | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Gretchen Sprenger     |                                                                          |                   |
| /s/ Michael Dunleavy  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Michael Dunleavy      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on February 22, 2019.

**PEYTON CRAMER AUTOMOTIVE**

By: /s/ William Haisley  
William Haisley  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ William Haisley | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| William Haisley     |                                                                          |                   |
| /s/ David Sheu      | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Sheu          |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**VALENCIA B. IMPORTS, INC.**

By: /s/ Kharen Pilikyan  
Kharen Pilikyan  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Kharen Pilikyan | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Kharen Pilikyan     |                                                                          |                   |
| /s/ Erin Marrone    | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Erin Marrone        |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newport Beach, State of California, on February 22, 2019.

**NEWPORT BEACH CARS, LLC**

By: /s/ Timothy Tauber  
Timothy Tauber  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>           | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Timothy Tauber         | President and Director (Principal Executive Officer)                     | February 22, 2019 |
| Timothy Tauber             |                                                                          |                   |
| /s/ David Gregory Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Gregory Mayberry     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on February 22, 2019.

**EDGREN MOTOR COMPANY, INC.**

By: /s/ Joey Kohistani  
Joey Kohistani  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Joey Kohistani   | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Joey Kohistani       |                                                                          |                   |
| /s/ Michael Dunleavy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Michael Dunleavy     |                                                                          |                   |

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

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, State of California, on February 22, 2019.

**VANDERBEEK MOTORS, INC.**

By: /s/ Ryan Nelson  
 Ryan Nelson  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Ryan Nelson      | President and Director (Principal Executive Officer)                     | February 22, 2019 |
| Ryan Nelson          |                                                                          |                   |
| /s/ Jason Gilevski   | Vice President, Secretary and Director                                   | February 22, 2019 |
| /s/ Jason Gilevski   |                                                                          |                   |
| /s/ Thomas Hood      | Vice President and Director                                              | February 22, 2019 |
| Thomas Hood          |                                                                          |                   |
| /s/ Kimberly Jackson | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Kimberly Jackson     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tustin, State of California, on February 22, 2019.

**JOE MACPHERSON INFINITI**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak      | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak          |                                                                          |                   |
| /s/ Ronald Shaeffer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Ronald Shaeffer     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on February 22, 2019.

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

By: /s/ Robert Stuban  
Robert Stuban  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Robert Stuban    | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Robert Stuban        |                                                                          |                   |
| /s/ Douglas Crumlich | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Douglas Crumlich     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on February 22, 2019.

**HOUSE OF IMPORTS, INC.**

By: /s/ Mark LeCompte  
Mark LeCompte  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>  | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Mark LeCompte | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Mark LeCompte     |                                                                          |                   |
| /s/ Jordan Fox    | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Jordan Fox        |                                                                          |                   |

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 22, 2019.

**AN SAN JOSE LUXURY IMPORTS, INC.**

By: /s/ Patrick Terhaar  
 Patrick Terhaar  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Patrick Terhaar | President and Director (Principal Executive Officer)                     | February 22, 2019 |
| Patrick Terhaar     |                                                                          |                   |
| /s/ Kevin Sitch     | Vice President, Secretary and Director                                   | February 22, 2019 |
| Kevin Sitch         |                                                                          |                   |
| /s/ Linda Clemit    | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Linda Clemit        |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 22, 2019.

**STEVENS CREEK LUXURY IMPORTS, INC.**

By: /s/ Kevin Sitch  
Kevin Sitch  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b> | <b>Title(s)</b>                                                          | <b>Date</b>       |
|------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Kevin Sitch  | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Kevin Sitch      |                                                                          |                   |
| /s/ Linda Clemit | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Linda Clemit     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on February 22, 2019.

**AUTO COMPANY XXII, INC.**

By: /s/ Stan Mojaisky  
Stan Mojaisky  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>  | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Stan Mojaisky | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Stan Mojaisky     |                                                                          |                   |
| /s/ Linda Clemit  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Linda Clemit      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**AUTO COMPANY XXIII, INC.**

By: /s/ James Garwick  
James Garwick  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>  | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------|--------------------------------------------------------------------------|-------------------|
| /s/ James Garwick | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| James Garwick     |                                                                          |                   |
| /s/ Erin Marrone  | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Erin Marrone      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Valencia, State of California, on February 22, 2019.

**AN VALENCIA AUTO IMPORTS, INC.**

By: /s/ Kharen Pilikyan  
Kharen Pilikyan  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Kharen Pilikyan | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Kharen Pilikyan     |                                                                          |                   |
| /s/ Erin Marrone    | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Erin Marrone        |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on February 22, 2019.

**MR. WHEELS, INC.**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak          | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak              |                                                                          |                   |
| /s/ Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Edna Reyes Dumauual     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on February 22, 2019.

**IRVINE IMPORTS, INC.**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>    | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak      | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak          |                                                                          |                   |
| /s/ Ronald Shaeffer | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Ronald Shaeffer     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hayward, State of California, on February 22, 2019.

**AUTO MISSION, LTD.**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>     | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak       | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak           |                                                                          |                   |
| /s/ Michael Dunleavy | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Michael Dunleavy     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, State of California, on February 22, 2019.

**BARGAIN RENT-A- CAR**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak          | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak              |                                                                          |                   |
| /s/ Edna Reyes Dumauual | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Edna Reyes Dumauual     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buena Park, State of California, on February 22, 2019.

**FIT KIT, INC.**

By: /s/ Steve Kwak  
Steve Kwak  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b> | <b>Title(s)</b>                                                          | <b>Date</b>       |
|------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Steve Kwak   | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Steve Kwak       |                                                                          |                   |
| /s/ Evan Brock   | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Evan Brock       |                                                                          |                   |

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**AUTONATION HOLDING CORP.**

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

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>          | <b>Title(s)</b>                                                          | <b>Date</b>       |
|---------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ C. Coleman Edmunds    | President and Director (Principal Executive Officer)                     | February 22, 2019 |
| C. Coleman Edmunds        |                                                                          |                   |
| /s/ David Schoenborn      | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Schoenborn          |                                                                          |                   |
| /s/ Guillermo Pernas, Jr. | Director                                                                 | February 22, 2019 |
| Guillermo Pernas, Jr.     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**AUTONATION.COM, INC.**

By: /s/ Damoon Eawaz  
 Damoon Eawaz  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>                 | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Damoon Eawaz<br>Damoon Eawaz | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| /s/ Damoon Eawaz<br>Damoon Eawaz | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**AUTONATION BENEFITS COMPANY,  
INC.**

By: /s/ Maureen Redman  
Maureen Redman  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Maureen Redman      | President (Principal Executive Officer)                                  | February 22, 2019 |
| Maureen Redman          |                                                                          |                   |
| /s/ Davis E. Schoenborn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Davis E. Schoenborn     |                                                                          |                   |
| /s/ C. Coleman Edmunds  | Director                                                                 | February 22, 2019 |
| C. Coleman Edmunds      |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gardena, State of California, on February 22, 2019.

**PRIME AUTO RESOURCES, INC.**

By: /s/ Lewis Beshoff  
 Lewis Beshoff  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>      | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-----------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Lewis Beshoff     | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Lewis Beshoff         |                                                                          |                   |
| /s/ Anita Gayle Evans | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| Anita Gayle Evans     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**PRIME AUTO COSMETICS, INC.**

By: /s/ Nick Anderson  
Nick Anderson  
President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>  | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Nick Anderson | President and Director (Principal Executive Officer)                     | February 22, 2019 |
| Nick Anderson     |                                                                          |                   |
| /s/ David Sheu    | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Sheu        |                                                                          |                   |

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

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on February 22, 2019.

**ACP AUTO PARTS, LLC**

By: /s/ Scott Arnold  
 Scott Arnold  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>        | <b>Title(s)</b>                                                          | <b>Date</b>       |
|-------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Scott Arnold        | President (Principal Executive Officer)                                  | February 22, 2019 |
| Scott Arnold            |                                                                          |                   |
| /s/ C. Coleman Edmunds  | Vice President, Secretary and Sole Manager                               | February 22, 2019 |
| C. Coleman Edmunds      |                                                                          |                   |
| /s/ David E. Schoenborn | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David E. Schoenborn     |                                                                          |                   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on February 22, 2019.

**AUTO COMPANY XIX, INC.**

By: /s/ Dan Comouche  
 Dan Comouche  
 President

**POWER OF ATTORNEY**

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

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

| <b>Signature</b>           | <b>Title(s)</b>                                                          | <b>Date</b>       |
|----------------------------|--------------------------------------------------------------------------|-------------------|
| /s/ Dan Comouche           | President and Sole Director (Principal Executive Officer)                | February 22, 2019 |
| Dan Comouche               |                                                                          |                   |
| /s/ David Gregory Mayberry | Treasurer (Principal Financial Officer and Principal Accounting Officer) | February 22, 2019 |
| David Gregory Mayberry     |                                                                          |                   |