

AUTONATION INC /FL
Form S-4/A
September 12, 2006

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As Filed with the Securities and Exchange Commission on September 12, 2006.

Registration Statement No. 333-136949

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

AMENDMENT NO. 1

**to
Form S-4**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AUTONATION, INC.

(Exact name of registrant as specified in its charter)

***And the Subsidiary Guarantors listed below**

Delaware

*(State or other jurisdiction of
incorporation or organization)*

5511

*(Primary Standard Industrial
Classification Code Number)*

73-1105145

*(I.R.S. Employer
Identification No.)*

**110 SE 6th Street
Fort Lauderdale, FL 33301
(954) 769-6000**

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

**Jonathan P. Ferrando
Executive Vice President, General Counsel and Secretary**

**AutoNation, Inc.
AutoNation Tower
29th Floor
110 SE 6th Street
Fort Lauderdale, FL 33301
(954) 769-6000**

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

Copies of all communications to:

**Gary P. Cullen
Skadden, Arps, Slate, Meagher & Flom LLP
333 W. Wacker Drive
Chicago, IL 60606
(312) 407-0700**

Approximate date of commencement of proposed exchange offer: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Floating Rate Senior Notes Due 2013	\$300,000,000	100%	\$300,000,000	\$32,100.00
7% Senior Notes Due 2014	\$300,000,000	100%	\$300,000,000	\$32,100.00
Guarantees(2)				
Total	\$600,000,000	100%	\$600,000,000	\$64,200.00(3)

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) promulgated under the Securities Act of 1933, as amended.

(2) Each of the Guarantors (as defined) is registering a Guarantee (as defined) of the payment of the principal of, premium, if any, and interest on the notes being registered hereby. Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no registration fee is required with respect to the Guarantees.

(3) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code of Registrant's Principal Executive Offices*	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
7 Rod Real Estate North, a Limited Liability Company	WY	6519	84-1167321
7 Rod Real Estate South, a Limited Liability Company	WY	6519	84-1167320
Abraham Chevrolet-Miami, Inc.	DE	5511	65-0802822
Abraham Chevrolet-Tampa, Inc.	DE	5511	65-0802820
ACER Fiduciary, Inc.	DE	6411	65-0945065
Al Maroone Ford, LLC	DE	5511	65-0944227
Albert Berry Motors, Inc.	TX	5511	74-1487498
Allison Bavarian	CA	5511	94-2707588
Allison Bavarian Holding, LLC	DE	5511	20-5224408
All-State Rent A Car, Inc.	NV	6719	88-0143152
American Way Motors, Inc.	TN	5511	62-1333714
AN Cadillac of WPB, LLC	DE	5511	35-2234609
AN California Region Management, LLC	DE	8741	01-0756952
AN Chevrolet Arrowhead, Inc.	DE	5511	91-1933520
AN Chevrolet of Phoenix, LLC	DE	5511	52-2102866
AN CJ Valencia, Inc.	DE	5511	20-2859034
AN Corpus Christi Chevrolet, LP	TX	5511	32-0031564
AN Corpus Christi GP, LLC	DE	6719	32-0031563
AN Corpus Christi Imports Adv. GP, LLC	DE	6719	90-0080282
AN Corpus Christi Imports Adv., LP	TX	7319	90-0080295
AN Corpus Christi Imports GP, LLC	DE	6719	27-0041420
AN Corpus Christi Imports II GP, LLC	DE	6719	27-0041425
AN Corpus Christi Imports II, LP	TX	5511	32-0031566
AN Corpus Christi Imports, LP	TX	5511	32-0031567
AN Corpus Christi T. Imports GP, LLC	DE	5511	27-0041422
AN Corpus Christi T. Imports, LP	TX	5511	13-4214051
AN County Line Ford, Inc.	TX	5511	75-1687008
AN Dealership Holding Corp.	FL	5511	65-0608572
AN East Central Region Management, LLC	DE	8741	01-0756957
AN Florida Region Management, LLC	DE	8741	52-2135867
AN Fremont Luxury Imports, Inc.	DE	5511	86-0928954
AN Imports of Ft. Lauderdale, Inc.	DE	5511	20-5147883
AN Imports of Henderson, LLC	DE	5511	20-3609813
AN Imports of Lithia Springs, LLC	DE	5511	35-2229690
AN Imports of Reno, LLC	DE	5511	20-3609896
AN Imports on Weston Road, Inc.	FL	5511	59-1968718
AN Luxury Imports GP, LLC	DE	6719	90-0121570
AN Luxury Imports of Pembroke Pines, Inc.	DE	5511	22-3869449
AN Luxury Imports of Sarasota, Inc.	DE	5511	20-0551681

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AN Luxury Imports, Ltd.	TX	5511	90-0121575
AN Motors of Delray Beach, Inc.	DE	5511	20-1405067
AN Motors of Scottsdale, LLC	DE	5511	52-2102864

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Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code of Registrant's Principal Executive Offices*	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
AN Pontiac GMC Houston North GP, LLC	DE	6719	16-1641915
AN Pontiac GMC Houston North, LP	TX	5511	13-4214055
AN Texas Region Management, Ltd.	TX	8741	02-0654987
AN West Central Region Management, LLC	DE	8741	02-0654986
AN/ CF Acquisition Corp.	DE	5511	65-0927849
AN/ FMK Acquisition Corp.	DE	5511	65-0978211
AN/ GMF, Inc.	DE	5511	36-3087611
AN/ MF Acquisition Corp.	DE	5511	65-0961375
AN/ MNI Acquisition Corp.	DE	5511	65-1024377
AN/ PF Acquisition Corp.	DE	5511	65-0927848
AN/ STD Acquisition Corp.	DE	5511	65-0952134
Anderson Chevrolet	CA	5511	94-1503305
Anderson Chevrolet Los Gatos, Inc.	CA	5511	77-0262368
Anderson Cupertino, Inc.	CA	5511	65-0770033
Appleway Chevrolet, Inc.	WA	5511	91-0538143
Atrium Restaurants, Inc.	FL	5812	59-2424477
Auto Ad Agency, Inc.	MD	7319	52-1295158
Auto Car Holding, LLC	DE	5511	20-5225856
Auto Car, Inc.	CA	5511	68-0129623
Auto Holding Corp.	DE	6719	52-2107831
Auto Mission Holding, LLC	DE	5511	20-5226182
Auto Mission, Ltd.	CA	5511	94-3141092
Auto West, Inc.	CA	5511	94-2946518
Autohaus Holdings, Inc.	DE	6719	80-0052569
AutoNation Benefits Company, Inc.	FL	8741	34-1135160
AutoNation Corporate Management, LLC	FL	8741	65-0629697
AutoNation Dodge of Pembroke Pines, Inc.	DE	5511	65-0948962
AutoNation Enterprises Incorporated	FL	6719	65-0608578
AutoNation Financial Services Corp.	DE	6159	65-0725080
AutoNation Fort Worth Motors, Ltd.	TX	5511	65-1152832
AutoNation GM GP, LLC	DE	6719	65-0944592
AutoNation Holding Corp.	DE	8741	45-0723604
AutoNation Imports of Katy GP, LLC	DE	6719	56-2307537
AutoNation Imports of Katy, L.P.	TX	5511	65-0957160
AutoNation Imports of Lithia Springs, Inc.	DE	5511	65-1003051
AutoNation Imports of Longwood, Inc.	DE	5511	65-1032195
AutoNation Imports of Palm Beach, Inc.	DE	5511	65-1102140
AutoNation Imports of Winter Park, Inc.	DE	5511	65-1032110
AutoNation Motors Holding Corp.	DE	8741	65-1132563
AutoNation Motors of Lithia Springs, Inc.	DE	5511	65-1002966

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AutoNation North Texas Management GP, LLC	DE	6719	33-1037931
AutoNation Northwest Management, LLC	DE	8741	01-0756954
AutoNation Orlando Venture Holdings, Inc.	DE	6719	65-1137521
AutoNation Realty Corporation	DE	6519	65-0711536

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AutoNation USA of Perrine, Inc.	DE	5511	65-0899807
AutoNation V. Imports of Delray Beach, LLC	DE	5511	36-4558039
AutoNation Vermont, Inc.	VT	6719	65-0908474
AutoNationDirect.com, Inc.	DE	7319	65-0945066
Bankston Auto, Inc.	TX	6719	75-1336358
Bankston Chrysler Jeep of Frisco, L.P.	TX	5511	65-1052692
Bankston CJ GP, LLC	DE	6719	65-0932849
Bankston Ford of Frisco, Ltd. Co.	TX	5511	75-2529822
Bankston Nissan in Irving, Inc.	TX	5511	75-1325663
Bankston Nissan Lewisville GP, LLC	DE	6719	73-1670796
Bankston Nissan Lewisville, Ltd.	TX	5511	06-1699681
Bargain Rent-A-Car	CA	5511	95-3821161
Batfish, LLC	CO	6719	84-1261352
BBCSS, Inc.	AZ	6719	58-2434441
Beach City Chevrolet Company, Inc.	CA	5511	95-1879646
Beach City Holding, LLC	DE	5511	20-5226233
Beacon Motors, Inc.	FL	5511	65-0582254
Bell Dodge, L.L.C	DE	5511	52-2102862
Bengal Motor Company, Ltd.	FL	5511	59-2985277
Bengal Motors, Inc.	FL	6719	65-0165367
Bill Ayares Chevrolet, LLC	DE	5511	52-0579881
Bledsoe Dodge, LLC	DE	5511	65-0944613
Bob Townsend Ford, Inc.	DE	5511	31-0669965
Body Shop Holding Corp.	DE	6719	52-2124065
BOSC Automotive Realty, Inc.	DE	6519	38-3262849
Brown & Brown Chevrolet Superstition Springs, LLC	AZ	5511	86-0904747
Brown & Brown Chevrolet, Inc.	AZ	5511	86-0128003
Brown & Brown Nissan Mesa, L.L.C.	AZ	5511	86-0795376
Brown & Brown Nissan, Inc.	AZ	5511	89-0677220
Buick Mart Limited Partnership	GA	6719	88-0377744
Bull Motors, LLC	DE	5511	65-0944614
C. Garrett, Inc.	CO	6719	84-1264053
Carlisle Motors, LLC	DE	6719	65-0944616
Carwell Holding, LLC	DE	5511	20-5224795
Carwell, LLC	DE	5511	65-0944617
Cerritos Body Works Holding, LLC	DE	5511	20-5225440
Cerritos Body Works, Inc.	CA	7538	33-0374316
Cerritos Imports Holding, LLC	DE	5511	20-5226306
Cerritos Imports, Inc.	DE	5511	52-2119516
Champion Chevrolet Holding, LLC	DE	5511	20-5224897

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Champion Chevrolet, LLC	DE	5511	65-0944618
Champion Ford, Inc.	TX	5511	76-0171196
Charlie Hillard, Inc.	TX	5511	75-0922515
Charlie Thomas Chevrolet GP, LLC	DE	6719	73-1670803

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Charlie Thomas Chevrolet, Ltd.	TX	5511	20-0058033
Charlie Thomas Chrysler-Plymouth, Inc.	TX	5511	76-0010351
Charlie Thomas Courtesy Ford, Ltd.	TX	5511	06-1699682
Charlie Thomas Courtesy GP, LLC	DE	6719	73-1670811
Charlie Thomas Courtesy Leasing, Inc.	TX	7515	74-1850452
Charlie Thomas F. GP, LLC	DE	6719	33-1062335
Charlie Thomas Ford, Ltd.	TX	5511	20-0058561
Chesrown Auto, LLC	DE	5511	65-0944619
Chesrown Chevrolet, LLC	DE	5511	65-0944620
Chesrown Collision Center, Inc.	CO	7538	84-1358588
Chesrown Ford, Inc.	CO	5511	84-1164224
Chevrolet World, Inc.	FL	5511	59-2216673
Chuck Clancy Ford of Marietta, LLC	DE	5511	58-1675636
CJ Valencia Holding, LLC	DE	5511	20-5226043
Coastal Cadillac, Inc.	FL	5511	59-3023188
Consumer Car Care Corporation	TN	6719	62-1151481
Contemporary Cars, Inc.	FL	5511	59-1635976
Cook-Whitehead Ford, Inc.	FL	5511	59-1165955
Corporate Properties Holding, Inc.	DE	6519	65-0948961
Costa Mesa Cars Holding, LLC	DE	5511	20-5226339
Costa Mesa Cars, Inc.	CA	5511	33-0626084
Courtesy Auto Group, Inc.	FL	5511	59-2360236
Courtesy Broadway, LLC	CO	5511	20-5417194
Covington Pike Motors, Inc.	TN	5511	58-1366612
CT Intercontinental GP, LLC	DE	6719	33-1062337
CT Intercontinental, Ltd.	TX	5511	20-0057835
CT Motors, Inc.	TX	5511	76-0387042
D/ L Motor Company	FL	5511	59-3237877
Deal Dodge of Des Plaines, Inc.	IL	5511	36-3862968
Dealership Properties, Inc.	NV	6519	74-2869002
Dealership Realty Corporation	TX	6519	76-0218062
Desert Buick-GMC Trucks, L.L.C.	DE	5511	52-2102859
Desert Chrysler-Plymouth, Inc.	DE	5511	88-0121640
Desert Dodge, Inc.	NV	5511	88-0227814
Desert GMC, L.L.C.	DE	5511	52-2102860
Desert Lincoln-Mercury, Inc.	NV	5511	88-0168433
Dobbs Brothers Buick-Pontiac, Inc.	TN	5511	62-1038471
Dobbs Ford of Memphis, Inc.	DE	5511	65-1065025
Dobbs Ford, Inc.	FL	5511	59-1584177
Dobbs Mobile Bay, Inc.	AL	5511	62-1196110

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Dobbs Motors of Arizona, Inc.	AZ	5511	93-0929951
Dodge of Bellevue, Inc.	DE	5511	94-3009590
Don Mealey Chevrolet, Inc.	FL	5511	59-1553076
Don Mealey Imports, Inc.	FL	5511	59-3099049

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Don-A-Vee Jeep Eagle, Inc.	CA	5511	33-0203778
Downers Grove Dodge, Inc.	DE	5511	36-2804667
Driver's Mart Worldwide, Inc.	VA	6719	38-3275555
Eastgate Ford, Inc.	OH	5511	31-0736141
Ed Mullinax Ford, LLC	DE	5511	57-1174464
Edgren Motor Company, Inc.	CA	5511	94-1561041
Edgren Motor Holding, LLC	DE	5511	20-5225254
El Monte Imports Holding, LLC	DE	5511	20-5226399
El Monte Imports, Inc.	DE	5511	65-0881906
El Monte Motors Holding, LLC	DE	5511	20-5226498
El Monte Motors, Inc.	DE	5511	65-0801905
Elmhurst Auto Mall, Inc.	IL	5511	36-4185090
Emich Chrysler Plymouth, LLC	DE	5511	65-0944625
Emich Dodge, LLC	DE	5511	65-0944626
Emich Oldsmobile, LLC	DE	5511	65-0944593
Emich Subaru West, LLC	DE	5511	65-0944597
Empire Services Agency, Inc.	FL	6411	65-0309882
Financial Services GP, LLC	DE	6719	02-0695729
Financial Services, Ltd.	TX	5012	20-0057657
First Team Automotive Corp.	DE	6719	59-3440254
First Team Ford of Manatee, Ltd.	FL	5511	59-3446538
First Team Ford, Ltd.	FL	5511	59-3366156
First Team Imports, Ltd.	FL	6719	59-3298470
First Team Jeep Eagle, Chrysler-Plymouth, Ltd.	FL	5511	59-3446556
First Team Management, Inc.	FL	6719	59-2714981
First Team Premier, Ltd.	FL	6719	59-3392621
Fit Kit Holding, LLC	DE	5511	20-5225481
Fit Kit, Inc.	CA	5511	33-0115670
Florida Auto Corp.	DE	6719	65-0837116
Ford of Garden Grove Limited Partnership	GA	6719	88-0377746
Ford of Kirkland, Inc.	WA	5511	91-1425985
Fox Chevrolet, LLC	DE	5511	47-0922620
Fox Imports, LLC	DE	5511	47-0922622
Fox Motors, LLC	DE	5511	47-0922619
Fred Oakley Motors, Inc.	DE	5511	75-1524534
Fremont Luxury Imports Holding, LLC	DE	5511	20-5226133
Ft. Lauderdale Nissan, Inc.	FL	5511	65-0273822
G.B. Import Sales & Service Holding, LLC	DE	5511	20-5224826
G.B. Import Sales & Service, LLC	DE	5511	65-0944605
Gene Evans Ford, LLC	DE	5511	65-0944608

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George Sutherlin Nissan, LLC	DE	5511	47-0922627
Government Blvd. Motors, Inc.	AL	5511	62-1502108
Gulf Management, Inc.	FL	5511	59-3023188
Hayward Dodge, Inc.	DE	5511	94-1689551

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Hillard Auto Group, Inc.	TX	6719	75-1965005
Hollywood Imports Limited, Inc.	FL	5511	59-2025810
Hollywood Kia, Inc.	FL	5511	65-0619873
Horizon Chevrolet, Inc.	OH	5511	34-1245635
House of Imports Holding, LLC	DE	5511	20-5226553
House of Imports, Inc.	CA	5511	95-2498811
Houston Auto M. Imports Greenway, Ltd.	TX	5511	20-0057720
Houston Auto M. Imports North, Ltd.	TX	5511	20-0058197
Houston Imports Greenway GP, LLC	DE	6719	65-0952169
Houston Imports North GP, LLC	DE	6719	56-2307540
Hub Motor Company, LLC	DE	5511	47-0922628
Irvine Imports Holding, LLC	DE	5511	20-5225601
Irvine Imports, Inc.	CA	5511	33-0374310
Irvine Toyota/ Nissan/ Volvo Limited Partnership	GA	6719	88-0377749
Jemautco, Inc.	OH	6719	31-1153168
Jerry Gleason Chevrolet, Inc.	IL	5511	36-2840037
Jerry Gleason Dodge, Inc.	IL	5511	36-4074146
Jim Quinlan Chevrolet Co.	DE	5511	59-1055603
Jim Quinlan Ford Lincoln-Mercury, Inc.	FL	5511	59-2690846
Joe MacPherson Ford	CA	5511	33-0180618
Joe MacPherson Imports No. I	CA	5511	33-0745137
Joe MacPherson Infiniti	CA	5511	33-0127306
Joe MacPherson Infiniti Holding, LLC	DE	5511	20-5224941
Joe MacPherson Oldsmobile	CA	5511	33-0293599
John M. Lance Ford, LLC	DE	5511	65-0944184
J-R Advertising Company	CO	7319	84-1177523
J-R Motors Company North	CO	5511	84-1167355
J-R Motors Company South	CO	5511	84-1167319
JRJ Investments, Inc.	NV	5511	88-0199942
J-R-M Motors Company Northwest LLC	CO	5511	84-1363627
Kenyon Dodge, Inc.	FL	5511	59-0479520
King's Crown Ford, Inc.	DE	5511	59-2018826
Kirkland Pontiac-Buick-GMC, Inc.	WA	5511	91-1739519
L.P. Evans Motors WPB, Inc.	FL	5511	59-0684221
L.P. Evans Motors, Inc.	FL	5511	59-0601584
Lance Children, Inc.	OH	6519	34-1789728
Leesburg Imports, LLC	DE	5511	06-1712528
Leesburg Motors, LLC	DE	5511	06-1712525
Les Marks Chevrolet, Inc.	TX	5511	76-0375065
Lew Webb's Irvine Nissan Holding, LLC	DE	5511	20-5225321

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Lew Webb's Ford, Inc.	CA	5511	33-0677560
Lew Webb's Irvine Nissan, Inc.	CA	5511	33-0374313
Lewisville Imports GP, LLC	DE	6719	16-1640974
Lewisville Imports, Ltd.	TX	5511	06-1647785

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Lexus of Cerritos Limited Partnership	GA	6519	88-0378242
Lot 4 Real Estate Holdings, LLC	DE	6519	32-0103034
MacHoward Leasing	CA	5511	95-2267692
MacHoward Leasing Holding, LLC	DE	5511	20-5224996
MacPherson Enterprises, Inc.	CA	5511	95-2706038
Magic Acquisition Corp.	DE	5511	65-0711428
Magic Acquisition Holding, LLC	DE	5511	20-5226582
Marks Family Dealerships, Inc.	TX	5511	74-1405873
Marks Transport, Inc.	TX	5511	76-0444883
Maroone Chevrolet Ft. Lauderdale, Inc.	FL	5511	65-0721018
Maroone Chevrolet, LLC	DE	5511	65-0944183
Maroone Dodge, LLC	DE	5511	65-0944181
Maroone Ford, LLC	DE	5511	65-0944179
Maroone Management Services, Inc.	FL	6719	65-0721017
Maroone Oldsmobile, LLC	DE	5511	52-2135875
MC/ RII, LLC	OH	5511	31-1751162
Mealey Holdings, Inc.	FL	6719	59-3280283
Mechanical Warranty Protection, Inc.	FL	6411	65-0062054
Metro Chrysler Jeep, Inc.	FL	5511	59-3002195
Midway Chevrolet, Inc.	TX	5511	75-1631858
Mike Hall Chevrolet, Inc.	DE	5511	74-1940031
Mike Shad Chrysler Plymouth Jeep Eagle, Inc.	FL	5511	65-0731779
Mike Shad Ford, Inc.	FL	5511	65-0730472
Miller-Sutherlin Automotive, LLC	DE	5511	65-0944177
Mission Blvd. Motors, Inc.	CA	5511	94-3179980
Mr. Wheels Holding, LLC	DE	5511	20-5225351
Mr. Wheels, Inc.	CA	5511	95-3050274
Mullinax East, LLC	DE	5511	57-1174463
Mullinax Ford North Canton, Inc.	OH	5511	34-1706005
Mullinax Ford South, Inc.	FL	5511	59-2745619
Mullinax Lincoln-Mercury, Inc.	DE	5511	34-1555317
Mullinax of Mayfield, LLC	DE	5511	57-1174466
Mullinax Used Cars, Inc.	OH	5511	34-1663489
Naperville Imports, Inc.	DE	5511	65-1151451
Newport Beach Cars Holding, LLC	DE	5511	20-5224604
Newport Beach Cars, LLC	DE	5511	65-0944175
Nichols Ford, Ltd.	TX	5511	20-0057609
Nichols GP, LLC	DE	6719	33-1062338
Nissan of Brandon, Inc.	FL	5511	59-2872723
Northpoint Chevrolet, Inc.	DE	5511	52-2124967

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Northpoint Ford, Inc.	DE	5511	65-0964278
Northwest Financial Group, Inc.	WA	5511	91-1666832
Ontario Dodge, Inc.	CA	5511	33-0380793
Orange County Automotive Imports, LLC	DE	5511	65-0944636

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Payton-Wright Ford Sales, Inc.	TX	5511	75-1231297
Peyton Cramer Automotive	CA	5511	33-0612289
Peyton Cramer Automotive Holding, LLC	DE	5511	20-5226609
Peyton Cramer F. Holding, LLC	DE	5511	20-5225040
Peyton Cramer Ford	CA	5511	95-3410394
Peyton Cramer Infiniti	CA	5511	33-0567152
Peyton Cramer Infiniti Holding, LLC	DE	5511	20-5226653
Peyton Cramer Jaguar	CA	5511	33-0567150
Peyton Cramer Lincoln-Mercury	CA	5511	33-0679879
Peyton Cramer LM Holding, LLC	DE	5511	20-5224570
Pierce Automotive Corporation	AZ	6719	86-0811184
Pierce, LLC	DE	5511	65-0944638
Pitre Buick-Pontiac-GMC of Scottsdale, Inc.	DE	5511	86-0928953
Pitre Chrysler-Plymouth-Jeep of Bell, Inc.	DE	5511	86-0928950
Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc.	DE	5511	86-0928955
Pitre Isuzu-Subaru-Hyundai of Scottsdale, Inc.	DE	5511	86-0928952
Plains Chevrolet GP, LLC	DE	6719	06-1699677
Plains Chevrolet, Ltd.	TX	5511	20-0058622
PMWQ, Inc.	NV	6719	75-2748417
PMWQ, Ltd.	TX	6719	75-2748419
Port City Imports, Inc.	TX	5511	74-2403712
Port City Pontiac-GMC Trucks, Inc.	TX	5511	74-2481788
Prime Auto Resources, Inc.	CA	6719	33-0718037
Quality Nissan GP, LLC	DE	5012	06-1699678
Quality Nissan, Ltd.	TX	5511	20-0058629
Quinlan Motors, Inc.	FL	5511	59-3268936
R. Coop Limited	CO	6719	84-1251979
R.L. Buscher II, Inc.	CO	6719	84-1171763
R.L. Buscher III, Inc.	CO	6719	84-1171764
Real Estate Holdings, Inc.	FL	6519	65-0789583
Republic DM Property Acquisition Corp.	DE	6519	52-2099740
Republic Resources Company	DE	8741	51-0370517
Republic Risk Management Services, Inc.	FL	8741	65-0782124
Resources Aviation, Inc.	FL	4522	65-0858501
RI Merger Corp.	CO	6719	84-1492421
RI/ ASC Acquisition Corp.	DE	7538	84-1491657
RI/ BB Acquisition Corp.	DE	7538	52-2127466
RI/ BBNM Acquisition Corp.	AZ	6719	86-0914399
RI/ BRC Real Estate Corp.	CA	6519	65-0942312
RI/ DM Acquisition Corp.	DE	6719	52-2099741

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RI/ Hollywood Nissan Acquisition Corp.	DE	5511	65-0784675
RI/ LLC Acquisition Corp.	CO	6719	84-1268477
RI/ LLC-2 Acquisition Corp.	CO		