

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

Table of Contents

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.

Table of Contents**TABLE OF ADDITIONAL REGISTRANTS**

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

Table of Contents

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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

Table of Contents

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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

Table of Contents

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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.	&nbs		