

ASBURY SO CAL NISS LLC  
Form POS AM  
July 03, 2008

As filed with the Securities and Exchange Commission on July 3, 2008

Registration No. 333-144342

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Asbury Automotive Group, Inc.  
(Exact name of registrant issuer as specified in its charter)

See Table of Registrant Guarantors for information regarding additional Registrants

Delaware  
(State or other jurisdiction of  
incorporation or organization)

01-0609375  
(I.R.S. Employer  
Identification Number)

622 Third Avenue, 37th Floor  
New York, New York 10017  
(212) 885-2500

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

Charles R. Oglesby  
Chief Executive Officer  
Asbury Automotive Group, Inc.  
622 Third Avenue, 37th Floor  
New York, New York 10017  
(212) 885-2500

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

With a copy to:

Thomas E. Dunn, Esq.  
Andrew J. Pitts, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, New York 10019  
(212) 474-1000

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Approximate date of commencement of proposed sale to the public: Not applicable.

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

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

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

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

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

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

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

Large Accelerated Filer

Accelerated filer

Non-Accelerated Filer

Smaller reporting company

(Do not check if a smaller reporting company)

## Table of Registrant Guarantors

| Exact Name of Registrant<br>Guarantor as Specified in its Charter(1) | State of<br>Incorporation<br>or Organization | I.R.S. Employer<br>Identification<br>Number |
|--|--|---|
| AF Motors L.L.C.   | Delaware                                     | 59-3604214                                  |
| ALM Motors L.L.C.  | Delaware                                     | 59-3604216                                  |
| ANL L.P.   | Delaware                                     | 59-3503188                                  |
| Asbury AR Niss L.L.C.  | Delaware                                     | 84-1666361                                  |
| Asbury Arkansas Hund L.L.C.  | Delaware                                     | 56-2411899                                  |
| Asbury Atlanta AC L.L.C.   | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta AU L.L.C.   | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta BM L.L.C.   | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Chevrolet L.L.C.                                      | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Hon L.L.C.  | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Inf L.L.C.  | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Infiniti L.L.C.                                       | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Jaguar L.L.C.   | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Lex L.L.C.  | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta Nis L.L.C.  | Delaware                                     | 58-2241119                                  |
| Asbury Atlanta VL L.L.C.   | Delaware                                     | 58-2241119                                  |
| Asbury Automotive Arkansas Dealership Holdings<br>L.L.C.             | Delaware                                     | 71-0817515                                  |
| Asbury Automotive Arkansas L.L.C.                                    | Delaware                                     | 71-0817514                                  |
| Asbury Automotive Atlanta L.L.C.                                     | Delaware                                     | 58-2241119                                  |
| Asbury Automotive Brandon, L.P.                                      | Delaware                                     | 59-3584655                                  |
| Asbury Automotive Central Florida, L.L.C.                            | Delaware                                     | 59-3580818                                  |
| Asbury Automotive Deland, L.L.C.                                     | Delaware                                     | 59-3604210                                  |
| Asbury Automotive Financial Services, Inc.(2)                        | Delaware                                     | 75-3061039                                  |
| Asbury Automotive Florida, L.L.C.                                    | Delaware                                     | 37-1514249                                  |
| Asbury Automotive Fresno L.L.C.                                      | Delaware                                     | 03-0508496                                  |
| Asbury Automotive Group Holdings, Inc.                               | Delaware                                     | 04-3622391                                  |
| Asbury Automotive Group L.L.C.                                       | Delaware                                     | 52-2106837                                  |
| Asbury Automotive Jacksonville GP L.L.C.                             | Delaware                                     | 59-3512660                                  |
| Asbury Automotive Jacksonville, L.P.                                 | Delaware                                     | 59-3512662                                  |
| Asbury Automotive Management L.L.C.                                  | Delaware                                     | 23-2790555                                  |
| Asbury Automotive Mississippi L.L.C.                                 | Delaware                                     | 64-0924573                                  |
| Asbury Automotive North Carolina Dealership<br>Holdings L.L.C.       | Delaware                                     | 56-2106587                                  |
| Asbury Automotive North Carolina L.L.C.                              | Delaware                                     | 52-2106838                                  |
| Asbury Automotive North Carolina Management<br>L.L.C.                | Delaware                                     | 52-2106838                                  |
| Asbury Automotive North Carolina Real Estate<br>Holdings L.L.C.      | Delaware                                     | 23-2983952                                  |
| Asbury Automotive Oregon L.L.C.                                      | Delaware                                     | 52-2106837                                  |
| Asbury Automotive Oregon Management L.L.C.                           | Delaware                                     | 93-1255888                                  |
| Asbury Automotive South, L.L.C.                                      | Delaware                                     | 37-1514247                                  |
| Asbury Automotive Southern California L.L.C.                         | Delaware                                     | 16-1676796                                  |

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|   |          |            |
|---|----------|------------|
| Asbury Automotive St. Louis, L.L.C.                 | Delaware | 43-1767192 |
| Asbury Automotive Tampa GP L.L.C.                   | Delaware | 13-3990508 |
| Asbury Automotive Tampa, L.P.                       | Delaware | 13-3990509 |
| Asbury Automotive Texas L.L.C.                      | Delaware | 13-3997031 |
| Asbury Automotive Texas Real Estate Holdings L.L.C. | Delaware | 75-2760935 |

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| Exact Name of Registrant<br>Guarantor as Specified in its Charter(1) | State of<br>Incorporation<br>or Organization | I.R.S. Employer<br>Identification<br>Number |
|--|--|---|
| Asbury Deland Imports 2, L.L.C.                                      | Delaware                                     | 59-3629420                                  |
| Asbury Fresno Imports L.L.C.   | Delaware                                     | 03-0508500                                  |
| Asbury Jax AC, L.L.C.  | Delaware                                     | 45-0551011                                  |
| Asbury Jax Holdings, L.P.  | Delaware                                     | 59-3516633                                  |
| Asbury Jax K, L.L.C.   | Delaware                                     | 36-4572826                                  |
| Asbury Jax Management L.L.C.   | Delaware                                     | 59-3503187                                  |
| Asbury Jax PB Chev, L.L.C.   | Delaware                                     | 37-1504393                                  |
| Asbury MS Chev, L.L.C.   | Delaware                                     | 06-1749057                                  |
| Asbury MS Gray-Daniels L.L.C   | Delaware                                     | 64-0939974                                  |
| Asbury MS Metro L.L.C.   | Delaware                                     | 91-2121547                                  |
| Asbury MS Yazoo L.L.C.   | Delaware                                     | 06-1698084                                  |
| Asbury No Cal Niss L.L.C.  | Delaware                                     | 05-0605055                                  |
| Asbury Sacramento Imports L.L.C.                                     | Delaware                                     | 33-1080505                                  |
| Asbury So Cal DC L.L.C.  | Delaware                                     | 33-1080498                                  |
| Asbury So Cal Hon L.L.C.   | Delaware                                     | 33-1080502                                  |
| Asbury So Cal Niss L.L.C.  | Delaware                                     | 59-3781893                                  |
| Asbury St. Louis Cadillac L.L.C.                                     | Delaware                                     | 43-1767192                                  |
| Asbury St. Louis Gen L.L.C.  | Delaware                                     | 43-1826171                                  |
| Asbury St. Louis Lex L.L.C.  | Delaware                                     | 43-1767192                                  |
| Asbury Tampa Management L.L.C.                                       | Delaware                                     | 59-2512657                                  |
| Asbury-Deland Imports L.L.C.   | Delaware                                     | 59-3604213                                  |
| Atlanta Real Estate Holdings L.L.C.                                  | Delaware                                     | 58-2241119                                  |
| Avenues Motors, Ltd.   | Florida                                      | 59-3381433                                  |
| Bayway Financial Services, L.P.                                      | Delaware                                     | 59-3503190                                  |
| BFP Motors L.L.C.  | Delaware                                     | 30-0217335                                  |
| C&O Properties, Ltd.   | Florida                                      | 59-2495022                                  |
| Camco Finance II L.L.C.  | Delaware                                     | 52-2106838                                  |
| CFP Motors, Ltd.   | Florida                                      | 65-0414571                                  |
| CH Motors, Ltd.  | Florida                                      | 59-3185442                                  |
| CHO Partnership, Ltd.  | Florida                                      | 59-3041549                                  |
| CK Chevrolet LLC   | Delaware                                     | 59-3580820                                  |
| CK Motors LLC  | Delaware                                     | 59-3580825                                  |
| CN Motors, Ltd.  | Florida                                      | 59-3185448                                  |
| Coggin Automotive Corp.  | Florida                                      | 59-1285803                                  |
| Coggin Cars L.L.C.   | Delaware                                     | 59-3624906                                  |
| Coggin Chevrolet L.L.C.  | Delaware                                     | 59-3624905                                  |
| Coggin Management, L.P.  | Delaware                                     | 59-3503191                                  |
| CP-GMC Motors, Ltd.  | Florida                                      | 59-3185453                                  |
| Crown Acura/Nissan, LLC  | North Carolina                               | 56-1975265                                  |
| Crown CHH L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown CHO L.L.C.   | Delaware                                     | 84-1617218                                  |
| Crown CHV L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown FDO L.L.C.   | Delaware                                     | 04-3623132                                  |
| Crown FFO Holdings L.L.C.  | Delaware                                     | 56-2182741                                  |

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Crown FFO L.L.C.  
Crown GAC L.L.C.

Delaware 56-2165412  
Delaware 52-2106838

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| Exact Name of Registrant<br>Guarantor as Specified in its Charter(1) | State of<br>Incorporation<br>or Organization | I.R.S. Employer<br>Identification<br>Number |
|--|--|---|
| Crown GBM L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown GCA L.L.C.   | Delaware                                     | 14-1854150                                  |
| Crown GDO L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown GHO L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown GNI L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown GPG L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown GVO L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown Honda, LLC   | North Carolina                               | 56-1975264                                  |
| Crown Motorcar Company L.L.C.  | Delaware                                     | 62-1860414                                  |
| Crown RIA L.L.C.   | Delaware                                     | 52-2106838                                  |
| Crown RIB L.L.C.   | Delaware                                     | 56-2125835                                  |
| Crown SJC L.L.C.   | Delaware                                     | 81-0630983                                  |
| Crown SNI L.L.C.   | Delaware                                     | 30-0199361                                  |
| CSA Imports L.L.C.   | Delaware                                     | 59-3631079                                  |
| JC Dealer Systems L.L.C.   | Delaware                                     | 58-2628641                                  |
| Escude-M L.L.C.  | Delaware                                     | 64-0922813                                  |
| Escude-MO L.L.C.   | Delaware                                     | 64-0924573                                  |
| Escude-NN L.L.C.   | Delaware                                     | 64-0922808                                  |
| Escude-NS L.L.C.   | Delaware                                     | 64-0922811                                  |
| Escude-T L.L.C.  | Delaware                                     | 64-0922812                                  |
| HFP Motors L.L.C.  | Delaware                                     | 06-1631102                                  |
| KP Motors L.L.C.   | Delaware                                     | 06-1629064                                  |
| McDavid Austin-Acra, L.L.C.  | Delaware                                     | 74-2873754                                  |
| McDavid Frisco-Hon, L.L.C.   | Delaware                                     | 26-0014143                                  |
| McDavid Grande, L.L.C.   | Delaware                                     | 75-2755482                                  |
| McDavid Houston-Hon, L.L.C.  | Delaware                                     | 76-0566178                                  |
| McDavid Houston-Niss, L.L.C.   | Delaware                                     | 76-0566166                                  |
| McDavid Irving-Hon, L.L.C.   | Delaware                                     | 75-2755477                                  |
| McDavid Outfitters, L.L.C.   | Delaware                                     | 76-0566177                                  |
| McDavid Plano-Acra, L.L.C.   | Delaware                                     | 75-2755359                                  |
| NP FLM L.L.C.  | Delaware                                     | 71-0819724                                  |
| NP MZD L.L.C.  | Delaware                                     | 71-0819723                                  |
| NP VKW L.L.C.  | Delaware                                     | 71-0819721                                  |
| Plano Lincoln-Mercury, Inc.  | Delaware                                     | 75-2430953                                  |
| Precision Computer Services, Inc.                                    | Florida                                      | 59-2867725                                  |
| Precision Enterprises Tampa, Inc.                                    | Florida                                      | 59-2148481                                  |
| Precision Infiniti, Inc.   | Florida                                      | 59-2958651                                  |
| Precision Motorcars, Inc.  | Florida                                      | 59-1197700                                  |
| Precision Nissan, Inc.   | Florida                                      | 59-2734672                                  |
| Premier NSN L.L.C.   | Delaware                                     | 71-0819715                                  |
| Premier Pon L.L.C.   | Delaware                                     | 71-0819714                                  |
| Prestige Bay L.L.C.  | Delaware                                     | 71-0819719                                  |
| Prestige Toy L.L.C.  | Delaware                                     | 71-0819720                                  |
| Spectrum Insurance Services L.L.C.                                   | Delaware                                     | 58-2241119                                  |



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Tampa Hund, L.P.  
Tampa Kia, L.P.

|          |            |
|----------|------------|
| Delaware | 59-3512664 |
| Delaware | 59-3512666 |

| Exact Name of Registrant<br>Guarantor as Specified in its Charter(1) | State of<br>Incorporation<br>or Organization | I.R.S. Employer<br>Identification<br>Number |
|--|--|---|
| Tampa LM, L.P.   | Delaware                                     | 52-2124362                                  |
| Tampa Mit, L.P.  | Delaware                                     | 59-3512667                                  |
| Tampa Suzu, L.P.   | Delaware                                     | 59-3512668                                  |
| Thomason Auto Credit Northwest, Inc.                                 | Oregon                                       | 93-1119211                                  |
| Thomason Dam L.L.C.  | Delaware                                     | 93-1266231                                  |
| Thomason Frd L.L.C.  | Delaware                                     | 93-1254703                                  |
| Thomason Hon L.L.C.  | Delaware                                     | 93-1254717                                  |
| Thomason Hund L.L.C.   | Delaware                                     | 93-1254690                                  |
| Thomason Maz L.L.C.  | Delaware                                     | 93-1254723                                  |
| Thomason Niss L.L.C.   | Delaware                                     | 93-1254721                                  |
| Thomason Outfitters L.L.C.   | Delaware                                     | 68-0492340                                  |
| Thomason Pontiac-GMC L.L.C.  | Delaware                                     | 43-1976952                                  |
| Thomason Suzu L.L.C.   | Delaware                                     | 93-1256214                                  |
| Thomason TY L.L.C.   | Delaware                                     | 93-1254719                                  |
| Thomason Zuk L.L.C.  | Delaware                                     | 93-1254806                                  |
| WMZ Brandon Motors, L.P.   | Delaware                                     | 59-3512670                                  |
| WMZ Motors, L.P.   | Delaware                                     | 59-3512663                                  |
| WTY Motors, L.P.   | Delaware                                     | 59-3512669                                  |

(1) Unless otherwise indicated, the address and phone number of each Registrant Guarantor is c/o Asbury Automotive Group, Inc., 622 Third Avenue, 37th Floor, New York, New York 10017, (212) 885-2500.

(2) The address for Asbury Automotive Financial Services, Inc. is 1 Landmark Square, Suite 620, Stamford, Connecticut 06901.

## DEREGISTRATION OF SECURITIES

On September 6, 2007, the Securities and Exchange Commission (the “Commission”) declared effective a Registration Statement on Form S-3 (File No. 333-144342) (the “Registration Statement”) of Asbury Automotive Group, Inc. (the “Company”) and its subsidiary guarantors (collectively, the “Registrants”) relating to the offer for resale by certain securityholders of up to \$115,000,000 aggregate principal amount of 3.00% Senior Subordinated Convertible Notes due 2012 issued by the Company (the “Notes”), the related Note guarantees and the shares of the Company’s common stock issuable upon conversion of the Notes (together with the Notes and the Note guarantees, the “Securities”). The Registrants have supplemented the prospectus included in the Registration Statement with the information set forth in a Prospectus Supplement No. 1 dated October 22, 2007, and a Prospectus Supplement No. 2 dated February 22, 2008, filed with the Commission.

The Registrants entered into a registration rights agreement (the “Registration Rights Agreement”) with the initial purchasers of the Notes for the benefit of the holders of the Notes. A copy of the Registration Rights Agreement was filed with the Commission as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q on May 9, 2007.

Each of the Registrants has determined that it is no longer obligated to maintain the effectiveness of the Registration Statement pursuant to the Registration Rights Agreement in light of the Commission’s recent amendments to Rule 144 under the Securities Act of 1933, as amended. In accordance with the Registration Rights Agreement and the Registrants’ undertaking under Regulation S-K Item 512(a)(3), this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effective date of this Post-Effective Amendment No. 1, all of the Securities that remain unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such Securities.

### Item 16. Exhibits.

The following exhibit is filed herewith.

| Exhibit<br>Number | Description of Document                |
|-------------------|--|
| 24.1              | Power of Attorney of Craig T. Monaghan |

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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE GROUP, INC.

By: \*  
 Name: Charles R. Oglesby  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                | Title   | Date         |
|--|---|--------------|
| *<br>Charles R. Oglesby                  | President, Chief Executive Officer and Director         | July 3, 2008 |
| *<br>Craig T. Monaghan                   | Senior Vice President and Chief Financial Officer       | July 3, 2008 |
| *<br>Brett Hutchinson                    | Vice President, Controller and Chief Accounting Officer | July 3, 2008 |
| *<br>Michael J. Durham                   | Chairman of the Board                                   | July 3, 2008 |
| *<br>Janet M. Clarke                     | Director  | July 3, 2008 |
| *<br>Dennis E. Clements                  | Director  | July 3, 2008 |
| *<br>Thomas C. DeLoach, Jr.              | Director  | July 3, 2008 |
| /s/ JUANITA T. JAMES<br>Juanita T. James | Director  | July 3, 2008 |
| *<br>Vernon E. Jordan, Jr.               | Director  | July 3, 2008 |



\*  
Eugene S. Katz                      Director                      July 3, 2008

\*  
Philip F. Maritz                      Director                      July 3, 2008

\*  
John M. Roth                      Director                      July 3, 2008

\*  
Jeffrey I. Wooley                      Director                      July 3, 2008

\*By: /s/ Lynne A. Burgess                      July 3, 2008  
Lynne A. Burgess  
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE GROUP HOLDINGS INC.

By: \*  
 Name: Charles R. Oglesby  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br><br>Charles R. Oglesby                                       | President, Chief Executive Officer<br>and Director                           | July 3, 2008 |
| *<br><br>John M. Roth   | Director   | July 3, 2008 |
| *<br><br>Craig T. Monaghan  | Senior Vice President, Chief<br>Financial Officer and Assistant<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE GROUP L.L.C.

By: \*  
 Name: Charles R. Oglesby  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br><br>Charles R. Oglesby                                       | President, Chief Executive Officer<br>and Director   | July 3, 2008 |
| *<br><br>Craig T. Monaghan  | Senior Vice President and Chief<br>Financial Officer | July 3, 2008 |
| *<br><br>John M. Roth   | Director   | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE MANAGEMENT L.L.C.

By: \*

Name: Charles R. Oglesby

Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                     | Date         |
|---|---|--------------|
| *<br>Charles R. Oglesby   | President and Director                    | July 3, 2008 |
| *<br>Craig T. Monaghan  | Vice President, Treasurer and<br>Director | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |   | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE FINANCIAL SERVICES, INC.

By: \*  
 Name: Hunter Johnson  
 Title: President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date         |
|---|---|--------------|
| *<br>Hunter Johnson   | President and Treasurer                             | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director  | July 3, 2008 |
| *<br>Craig T. Monaghan  | Vice President and Director                         | July 3, 2008 |
| /s/ Lynne A. Burgess<br>Lynne A. Burgess                          | Vice President, Assistant Secretary<br>and Director | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |   | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE SOUTH LLC

By: \*

Name: Henry A. Day  
Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Henry A. Day   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Joseph E. Shine  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE FLORIDA LLC

By: \*

Name: Charlie Tomm

Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                      | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President and Director                     | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial Officer | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE ARKANSAS L.L.C.  
 ASBURY AUTOMOTIVE ARKANSAS  
 DEALERSHIP HOLDINGS L.L.C.  
 PREMIER PON L.L.C.  
 PRESTIGE TOY L.L.C.  
 PRESTIGE BAY L.L.C.  
 NP MZD L.L.C.  
 NP FLM L.L.C.  
 NP VWK L.L.C.  
 PREMIER NSN L.L.C.  
 ASBURY ARKANSAS HUND L.L.C.  
 ASBURY AR NISS L.L.C.

By: \*  
 Name: Thomas G. McCollum  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Thomas G. McCollum   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Jay Torda  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



SIGNATURES

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ATLANTA REAL ESTATE HOLDINGS L.L.C.  
ASBURY AUTOMOTIVE ATLANTA L.L.C.  
ASBURY ATLANTA JAGUAR L.L.C.  
ASBURY ATLANTA LEX L.L.C.  
ASBURY ATLANTA CHEVROLET L.L.C.  
ASBURY ATLANTA HON L.L.C.  
ASBURY ATLANTA AC L.L.C.  
SPECTRUM INSURANCE SERVICES L.L.C.  
ASBURY ATLANTA INFINITI L.L.C.  
ASBURY ATLANTA AU L.L.C.  
ASBURY ATLANTA VL L.L.C.  
ASBURY ATLANTA BM L.L.C.  
ASBURY ATLANTA INF L.L.C.  
ASBURY ATLANTA NIS L.L.C.

By: \*

Name: Henry A. Day  
Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                 | Date         |
|---|---------------------------------------|--------------|
| *<br>Henry A. Day   | President and Director                | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                              | July 3, 2008 |
| *<br>Joseph E. Shine  | Secretary and Chief Financial Officer | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |                                       | July 3, 2008 |



SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE FRESNO L.L.C.  
 ASBURY FRESNO IMPORTS L.L.C.  
 ASBURY SACRAMENTO IMPORTS L.L.C.  
 ASBURY NO CAL NISS L.L.C.

By: \*  
 Name: Thomas G. McCollum  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                 | Date         |
|---|---------------------------------------|--------------|
| *<br>Thomas G. McCollum   | President and Director                | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                              | July 3, 2008 |
| *<br>Jay Torda  | Chief Financial Officer and Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |                                       | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY JAX MANAGEMENT L.L.C.  
 ASBURY AUTOMOTIVE JACKSONVILLE GP,  
 L.L.C.  
 COGGIN AUTOMOTIVE CORP.  
 CK CHEVROLET L.L.C.  
 ASBURY AUTOMOTIVE CENTRAL FLORIDA  
 L.L.C.  
 CK MOTORS LLC  
 COGGIN CARS L.L.C.  
 CSA IMPORTS L.L.C.  
 COGGIN CHEVROLET L.L.C.  
 ASBURY DELAND IMPORTS 2, L.L.C.  
 ASBURY AUTOMOTIVE DELAND, L.L.C.  
 ASBURY-DELAND IMPORTS, L.L.C.  
 AF MOTORS, L.L.C.  
 ALM MOTORS, L.L.C.  
 KP MOTORS L.L.C.  
 HFP MOTORS L.L.C.  
 BFP MOTORS L.L.C.  
 ASBURY JAX PB CHEV L.L.C.

By: \*  
 Name: Charlie Tomm  
 Title: President, Chief Executive Officer and  
 Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature               | Title  | Date         |
|-------------------------|--|--------------|
| *<br>Charlie Tomm       | President, Chief Executive Officer<br>and Director | July 3, 2008 |
| *<br>Charles R. Oglesby | Director   | July 3, 2008 |
| *                       | Vice President and Chief Financial<br>Officer      | July 3, 2008 |

Nancy D. Noble

\*By: /s/ Lynne A. Burgess  
Lynne A. Burgess  
Attorney-in-Fact

July 3, 2008

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE JACKSONVILLE, L.P.

By: ASBURY AUTOMOTIVE JACKSONVILLE  
GP,  
L.L.C., its general partner

By: \*  
Name: Charlie Tomm  
Title: President, Chief Executive Officer and  
Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President, Chief Executive Officer<br>and Director | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial<br>Officer      | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ANL L.P.  
 ASBURY JAX HOLDINGS, L.P.  
 AVENUES MOTORS, LTD.  
 BAYWAY FINANCIAL SERVICES, L.P.  
 C&O PROPERTIES, LTD.  
 CFP MOTORS, LTD.  
 CH MOTORS, LTD.  
 CHO PARTNERSHIP, LTD.  
 COGGIN MANAGEMENT, L.P.  
 CN MOTORS, LTD.  
 CP-GMC MOTORS, LTD.

By: ASBURY JAX MANAGEMENT L.L.C., their  
 general partner

By: \*  
 Name: Charlie Tomm  
 Title: President, Chief Executive Officer and  
 Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President, Chief Executive Officer<br>and Director | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial<br>Officer      | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



SIGNATURES

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ASBURY JAX AC L.L.C.  
ASBURY JAX K L.L.C.

By: \*  
Name: Charlie Tomm  
Title: President, Chief Executive Officer and  
Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br><br>Charlie Tomm   | President, Chief Executive Officer<br>and Director | July 3, 2008 |
| *<br><br>Charles R. Oglesby                                       | Director   | July 3, 2008 |
| *<br><br>Nancy D. Noble   | Vice President and Chief Financial<br>Officer      | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE MISSISSIPPI L.L.C.  
 ASBURY MS CHEV L.L.C.  
 ASBURY MS METRO L.L.C.  
 ASBURY MS YAZOO L.L.C.  
 ESCUDE-M L.L.C.  
 ESCUDE-MO L.L.C.  
 ESCUDE-NN L.L.C.  
 ESCUDE-NS L.L.C.  
 ESCUDE-T L.L.C.

By: \*  
 Name: Robert E. Gray  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Robert E. Gray   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Joseph E. Shine  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |





SIGNATURES

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ASBURY MS GRAY-DANIELS L.L.C.

By: \*  
 Name: Robert E. Gray  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                 | Date         |
|---|---------------------------------------|--------------|
| *<br>Robert E. Gray   | President and Director                | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                              | July 3, 2008 |
| *<br>Joseph E. Shine  | Chief Financial Officer and Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |                                       | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE NORTH CAROLINA  
REAL ESTATE HOLDINGS L.L.C.  
ASBURY AUTOMOTIVE NORTH CAROLINA  
DEALERSHIP HOLDINGS L.L.C.  
ASBURY AUTOMOTIVE NORTH CAROLINA  
L.L.C.  
ASBURY AUTOMOTIVE NORTH CAROLINA  
MANAGEMENT L.L.C.  
CAMCO FINANCE II L.L.C.  
CROWN ACURA/NISSAN, L.L.C.  
CROWN CHH L.L.C.  
CROWN CHO L.L.C.  
CROWN CHV L.L.C.  
CROWN FDO L.L.C.  
CROWN FFO L.L.C.  
CROWN FFO HOLDINGS L.L.C.  
CROWN GAC L.L.C.  
CROWN GMB L.L.C.  
CROWN GCA L.L.C.  
CROWN GDO L.L.C.  
CROWN GHO L.L.C.  
CROWN GNI L.L.C.  
CROWN GPG L.L.C.  
CROWN GVO L.L.C.  
CROWN HONDA, LLC  
CROWN MOTORCAR COMPANY L.L.C.  
CROWN RIA L.L.C.  
CROWN RIB L.L.C.  
CROWN SNI L.L.C.  
CROWN SJC L.L.C.

By:

\*

Name: Michael S. Kearney  
Title: President, Chief Operating Officer and  
Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title  | Date         |
|---|--|--------------|
| *<br>Michael S. Kearney   | President, Chief Operating Officer<br>and Director | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director   | July 3, 2008 |
| *<br>J. L. Dagenhart  | Chief Financial Officer                            | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE OREGON L.L.C.  
 ASBURY AUTOMOTIVE OREGON MANAGEMENT L.L.C.  
 THOMASON AUTO CREDIT NORTHWEST, INC.  
 THOMASON DAM L.L.C.  
 THOMASON FRD L.L.C.  
 THOMASON HON L.L.C.  
 THOMASON HUND L.L.C.  
 THOMASON MAZ L.L.C.  
 THOMASON NISS L.L.C.  
 THOMASON OUTFITTERS L.L.C.  
 THOMASON PONTIAC-GMC L.L.C.  
 THOMASON SUZU L.L.C.  
 THOMASON TY L.L.C.  
 THOMASON ZUK L.L.C.

By: \*  
 Name: John C. Stamm  
 Title: Vice President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                       | Date         |
|---|-----------------------------|--------------|
| *<br>John C. Stamm  | Vice President and Director | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                    | July 3, 2008 |
| *<br>Craig T. Monaghan  | Vice President              | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |                             | July 3, 2008 |



SIGNATURES

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ASBURY AUTOMOTIVE SOUTHERN CALIFORNIA L.L.C.  
 ASBURY SO CAL DC L.L.C.  
 ASBURY SO CAL HON L.L.C.  
 ASBURY SO CAL NISS L.L.C.

By: \*

Name: Thomas G. McCollum  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Thomas G. McCollum   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Jay Torda  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE ST. LOUIS, L.L.C.  
 ASBURY ST. LOUIS CADILLAC L.L.C.  
 ASBURY ST. LOUIS GEN L.L.C.  
 ASBURY ST. LOUIS LEX L.L.C.

By: \*

Name: John R. Capps  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>John R. Capps  | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Gary Schulz  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



SIGNATURES

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ASBURY AUTOMOTIVE TAMPA GP L.L.C.  
 ASBURY TAMPA MANAGEMENT L.L.C.  
 PRECISION NISSAN, INC.  
 PRECISION INFINITI, INC.  
 PRECISION MOTORCARS, INC.  
 PRECISION COMPUTER SERVICES, INC.  
 PRECISION ENTERPRISES TAMPA, INC.  
 JC DEALER SYSTEMS, LLC

By: \*  
 Name: Charlie Tomm  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                      | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President and Director                     | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial Officer | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

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ASBURY AUTOMOTIVE TAMPA, L.P.

By: ASBURY AUTOMOTIVE TAMPA GP L.L.C.,  
its general partner

By: \*  
Name: Charlie Tomm  
Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                      | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President and Director                     | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial Officer | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

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ASBURY AUTOMOTIVE BRANDON, L.P.  
 TAMPA HUND, L.P.  
 TAMPA KIA, L.P.  
 TAMPA LM, L.P.  
 TAMPA MIT, L.P.  
 TAMPA SUZU, L.P.  
 WMZ BRANDON MOTORS, L.P.  
 WMZ MOTORS, L.P.  
 WTY MOTORS, L.P.

By: ASBURY TAMPA MANAGEMENT L.L.C.,  
 their general partner

By: \*  
 Name: Charlie Tomm  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                      | Date         |
|---|--|--------------|
| *<br>Charlie Tomm   | President and Director                     | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                   | July 3, 2008 |
| *<br>Nancy D. Noble   | Vice President and Chief Financial Officer | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



SIGNATURES

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ASBURY AUTOMOTIVE TEXAS L.L.C.  
 PLANO LINCOLN-MERCURY, INC.

By: \*  
 Name: Thomas G. McCollum  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Thomas G. McCollum   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Jay Torda  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |

SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants listed above the signature line below 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 3, 2008.

ASBURY AUTOMOTIVE TEXAS REAL  
 ESTATE HOLDINGS L.L.C.  
 MCDAVID AUSTIN-ACRA, L.L.C.  
 MCDAVID FRISCO-HON, L.L.C.  
 MCDAVID GRANDE, L.L.C.  
 MCDAVID HOUSTON-HON, L.L.C.  
 MCDAVID HOUSTON-NISS, L.L.C.  
 MCDAVID IRVING-HON, L.L.C.  
 MCDAVID OUTFITTERS, L.L.C.  
 MCDAVID PLANO-ACRA, L.L.C.

By: ASBURY AUTOMOTIVE TEXAS L.L.C.,  
 their sole member

By: \*  
 Name: Thomas G. McCollum  
 Title: President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title                                    | Date         |
|---|--|--------------|
| *<br>Thomas G. McCollum   | President and Director                   | July 3, 2008 |
| *<br>Charles R. Oglesby   | Director                                 | July 3, 2008 |
| *<br>Jay Torda  | Chief Financial Officer and<br>Secretary | July 3, 2008 |
| *By: /s/ Lynne A. Burgess<br>Lynne A. Burgess<br>Attorney-in-Fact |  | July 3, 2008 |



EXHIBIT INDEX

| Exhibit<br>Number | Description of Document                |
|-------------------|--|
| 24.1              | Power of Attorney of Craig T. Monaghan |