

PAG Long Island B1, LLC
Form POSASR
July 15, 2008

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As filed with the Securities and Exchange Commission on July 15, 2008

Registration No. 333-134170

**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
PENSKE AUTOMOTIVE GROUP, INC.
(Exact name of Registrant as specified in its charter)**

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

**22-3086739
(I.R.S. Employer Identification No.)**

SEE TABLE OF ADDITIONAL REGISTRANTS

2555 Telegraph Road, Bloomfield Hills, MI 48302 248-648-2500

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

**Shane M. Spradlin, Esq.
Senior Vice President, General Counsel and Secretary
Penske Automotive Group, Inc.
2555 Telegraph Road
Bloomfield Hills, MI 48302**

(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 this Registration Statement becomes effective.

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):

Accelerated filer

Large accelerated
filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(1) |
|--|----------------------------|---|-------------------------------------|
| 3.5% Senior Subordinated Convertible Notes due 2026 (3.5% Notes) | \$375,000,000 | \$ 375,000,000 | \$ 40,125 |
| Guarantees of 3.5% Notes(2) | n/a | n/a | n/a |
| Common stock(3) | 7,913,475 | n/a(4) | n/a(4) |

(1) The registration fee was paid upon the filing of the original registration statement.

(2) Guarantees of the payment of principal and interest on the 3.5% Notes were provided by subsidiaries of the registrant. No separate consideration was received for such guarantees and, pursuant to Rule 457(n) of the Securities Act of 1933, no separate registration fee is payable for such guarantees.

(3) Represents shares of common stock

issuable upon conversion of the notes based on a conversion rate of 21.1026 shares per \$1,000 principal amount of notes and an indeterminate number of additional shares of common stock issuable upon conversion of notes, pursuant to Rule 416 under the Securities Act of 1933, that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (4) Pursuant to Rule 457(i) under the Securities Act of 1933, no additional registration fee is required in connection with the registration of the common stock issuable upon conversion of the 3.5% Notes.
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| Exact Name of Registrant Guarantor or Specified in its Charter (1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|---|
| AUTO MALL PAYROLL SERVICES, INC. | Florida | 65-0168491 |
| BRETT MORGAN CHEVROLET-GEO, INC. | Delaware | 62-1666250 |
| CENTRAL FORD CENTER, INC. | Arkansas | 71-0472936 |
| CJNS, LLC | Delaware | 86-1024936 |
| CLASSIC AUTO GROUP, INC. | New Jersey | 22-3115638 |
| CLASSIC ENTERPRISES, LLC | Delaware | 22-3115638 |
| CLASSIC IMPORTS, INC. | New Jersey | 22-3528527 |
| CLASSIC MANAGEMENT COMPANY, INC. | New Jersey | 22-3271563 |
| CLASSIC MOTOR SALES, LLC | Delaware | 22-3555425 |
| CLASSIC NISSAN OF TURNERSVILLE, LLC | Delaware | 52-2097845 |
| CLASSIC TURNERSVILLE, INC. | New Jersey | 22-3523436 |
| COVINGTON PIKE DODGE, INC. | Delaware | 62-1470261 |
| D. YOUNG CHEVROLET, LLC | Delaware | 35-2035177 |
| DAN YOUNG CHEVROLET, INC. | Indiana | 35-1123225 |
| DAN YOUNG MOTORS, LLC | Delaware | 35-2035179 |
| DEALER ACCESSORIES, LLC | Delaware | 26-0111056 |
| DIFEO PARTNERSHIP, LLC | Delaware | 22-3145559 |
| EUROPA AUTO IMPORTS, INC. | California | 95-2305855 |
| FLORIDA CHRYSLER PLYMOUTH, INC. | Florida | 59-2676162 |
| FRN OF TULSA, LLC | Delaware | 74-2870051 |
| GENE REED CHEVROLET, INC. | So. Carolina | 57-0714181 |
| GMG MOTORS, INC. | California | 95-2691214 |
| GOODSON NORTH, LLC | Delaware | 74-2962016 |
| GOODSON PONTIAC-GMC, LLC | Delaware | 74-2962015 |
| GOODSON SPRING BRANCH, LLC | Delaware | 74-2962017 |
| HT AUTOMOTIVE, LLC | Delaware | 41-2251059 |
| JS IMPORTS, LLC | Delaware | 65-0634169 |
| KMPB, LLC | Delaware | 33-0959285 |
| KMT/UAG, INC. | California | 95-3189650 |
| LANDERS AUTO SALES, LLC | Arkansas | 84-1664308 |
| LANDERS BUICK PONTIAC, INC. | Arkansas | 71-0765000 |
| LANDERS FORD NORTH, INC. | Arkansas | 71-0833592 |
| LANDERS FORD, INC.** | Delaware | 62-1786911 |
| LANDERS NISSAN, LLC ** | Delaware | 62-1842244 |
| LANDERS UNITED AUTO GROUP NO. 2, INC. | Arkansas | 71-0796323 |
| LATE ACQUISITION I, LLC | Delaware | 33-1011098 |
| LATE ACQUISITION II, LLC | Delaware | 33-1011096 |
| LMNS, LLC | Delaware | 86-1024935 |
| LRP, LTD. | Arizona | 86-0805727 |
| MICHAEL CHEVROLET-OLDSMOBILE, INC. | So. Carolina | 57-0917132 |
| MOTORCARS ACQUISITION II, LLC | Delaware | 38-3526433 |
| MOTORCARS ACQUISITION III, LLC | Delaware | 38-3526235 |

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|-------------------------------|----------|------------|
| MOTORCARS ACQUISITION IV, LLC | Delaware | 38-3569545 |
| MOTORCARS ACQUISITION V, LLC | Delaware | 87-0721680 |
| MOTORCARS ACQUISITION VI, LLC | Delaware | 86-1121782 |
| MOTORCARS ACQUISITION, LLC | Delaware | 38-3526432 |

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| Exact Name of Registrant Guarantor or Specified in its Charter (1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|---|
| NATIONAL CITY FORD, INC. | Delaware | 33-0834429 |
| NISSAN OF NORTH OLMSTED, LLC ** | Delaware | 38-3597513 |
| PALM AUTO PLAZA, LLC | Delaware | 65-1272503 |
| PEACHTREE NISSAN, INC. | Georgia | 58-1273321 |
| PMRC, LLC | Delaware | 22-3881752 |
| REED-LALLIER CHEVROLET, INC.** | North Carolina | 56-1632500 |
| RELENTLESS PURSUIT ENTERPRISES, INC. | California | 93-1008771 |
| SA AUTOMOTIVE, LTD. | Arizona | 86-0583813 |
| SAU AUTOMOTIVE, LTD. | Arizona | 86-0839423 |
| SCOTTSDALE FERRARI, LLC | Arizona | 86-0981831 |
| SCOTTSDALE JAGUAR, LTD. | Arizona | 86-0527896 |
| SCOTTSDALE MANAGEMENT GROUP, LTD. | Arizona | 86-0573438 |
| SIGMA MOTORS, INC. | Arizona | 86-1047752 |
| SK MOTORS, LLC | Delaware | 32-0212884 |
| SL AUTOMOTIVE, LLC | Delaware | 38-3763696 |
| SOMERSET MOTORS, INC. | New Jersey | 22-2986160 |
| SUN MOTORS, LLC | Delaware | 30-0438071 |
| THE NEW GRACELAND DODGE, INC. ** | Tennessee | 62-1292399 |
| TRI-CITY LEASING, INC. | California | 95-2690090 |
| UAG ATLANTA H1, LLC | Delaware | 30-0282545 |
| UAG ATLANTA IV MOTORS, INC. | Georgia | 58-1092076 |
| UAG CAPITOL, INC. | Delaware | 76-0759095 |
| UAG CARIBBEAN, INC. | Delaware | 13-3980142 |
| UAG CAROLINA, INC. | Delaware | 13-3959601 |
| UAG CENTRAL FLORIDA MOTORS, LLC ** | Delaware | 75-3086724 |
| UAG CENTRAL REGION MANAGEMENT, INC. | Indiana | 38-3537233 |
| UAG CERRITOS, LLC** | Delaware | 33-0913909 |
| UAG CHCC, INC. | New Jersey | 22-2990922 |
| UAG CHEVROLET, INC. | New Jersey | 22-2762327 |
| UAG CITRUS MOTORS, LLC | Delaware | 59-3525335 |
| UAG CLASSIC, INC. | Delaware | 13-3987807 |
| UAG CLOVIS, INC. | Delaware | 76-0759096 |
| UAG CONNECTICUT, LLC | Delaware | 06-1589742 |
| UAG DULUTH, INC. | Texas | 58-1786146 |
| UAG EAST, LLC | Delaware | 13-3944970 |
| UAG ESCONDIDO A1, INC. | Delaware | 20-3697398 |
| UAG ESCONDIDO H1, INC. | Delaware | 20-3697348 |
| UAG ESCONDIDO M1, INC. | Delaware | 20-3697423 |
| UAG FAYETTEVILLE I, LLC | Delaware | 71-0858576 |
| UAG FAYETTEVILLE II, LLC | Delaware | 71-0858577 |
| UAG FAYETTEVILLE III, LLC | Delaware | 71-0858578 |
| UAG FINANCE COMPANY, INC. | Delaware | 13-3953915 |
| UAG GRACELAND II, INC. | Delaware | 13-3991339 |

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|----------------------------------|------------|------------|
| UAG HUDSON, INC. | New Jersey | 22-1919268 |
| UAG INTERNATIONAL HOLDINGS, INC. | Delaware | 51-0393682 |
| UAG KISSIMMEE MOTORS, INC. | Delaware | 58-2361341 |
| UAG LANDERS SPRINGDALE, LLC | Delaware | 71-0846659 |
| UAG LOS GATOS, INC. | Delaware | 76-0759098 |
| UAG MARIN, INC. | Delaware | 76-0759100 |
| UAG MEMPHIS II, INC. | Delaware | 62-1722683 |

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| Exact Name of Registrant Guarantor or Specified in its Charter (1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|---|
| UAG MEMPHIS IV, INC. | Delaware | 62-1722679 |
| UAG MEMPHIS MANAGEMENT, INC. | Delaware | 62-1722677 |
| UAG MICHIGAN CADILLAC, LLC | Delaware | 38-3543705 |
| UAG MICHIGAN H1, LLC | Delaware | 42-1539792 |
| UAG MICHIGAN H2, LLC | Delaware | 06-1732404 |
| UAG MICHIGAN PONTIAC-GMC, LLC | Delaware | 38-3543709 |
| UAG MICHIGAN T1, LLC | Delaware | 38-3543711 |
| UAG MICHIGAN TMV, LLC | Delaware | 38-3544903 |
| UAG NANUET I, LLC | Delaware | 22-3784977 |
| UAG NANUET II, LLC | Delaware | 22-3784978 |
| UAG NEVADA LAND, LLC | Delaware | 86-1008719 |
| UAG NORTHEAST, LLC | Delaware | 13-3914694 |
| UAG OLDSMOBILE OF INDIANA, LLC | Indiana | 38-3523400 |
| UAG PHOENIX VC, LLC | Delaware | 06-1590478 |
| UAG ROYAL PALM, LLC | Delaware | 80-0072974 |
| UAG SAN DIEGO A1, INC. | Delaware | 20-3697335 |
| UAG SAN DIEGO AU, INC. | Delaware | 20-3955972 |
| UAG SAN DIEGO H1, INC. | Delaware | 20-3697304 |
| UAG SAN DIEGO JA, INC. | Delaware | 47-0957524 |
| UAG SAN DIEGO MANAGEMENT, INC. | Delaware | 20-3955897 |
| UAG SOUTHEAST, INC. | Delaware | 13-3865530 |
| UAG SPRING, LLC | Delaware | 74-2981371 |
| UAG STEVENS CREEK II, INC. | Delaware | 47-0957526 |
| UAG SUNNYVALE, INC. | Delaware | 76-0759097 |
| UAG TORRANCE, INC.** | Delaware | 47-0934123 |
| UAG TULSA JLM, LLC** | Delaware | 06-1742289 |
| UAG TULSA VC, LLC ** | Delaware | 22-3877257 |
| UAG TURNERSVILLE MOTORS, LLC | Delaware | 84-1629421 |
| UAG VC II, LLC ** | Delaware | 43-2090811 |
| UAG VK, LLC | Delaware | 38-3590846 |
| UAG WEST BAY AM, LLC | Delaware | 61-1442389 |
| UAG WEST BAY FM, LLC | Delaware | 86-1088680 |
| UAG WEST BAY IA, LLC | Delaware | 30-0150593 |
| UAG WEST BAY IAU, LLC | Delaware | 61-1442390 |
| UAG WEST BAY IB, LLC | Delaware | 35-2196049 |
| UAG WEST BAY II, LLC | Delaware | 38-3672787 |
| UAG WEST BAY IL, LLC | Delaware | 30-0150590 |
| UAG WEST BAY IM, LLC | Delaware | 37-1458215 |
| UAG WEST BAY IN, LLC | Delaware | 04-3805793 |
| UAG WEST BAY IP, LLC | Delaware | 32-3360132 |
| UAG WEST BAY IV, LLC | Delaware | 32-0060125 |
| UAG WEST BAY IW, LLC | Delaware | 36-4521984 |
| PAG WEST, LLC | Delaware | 13-3914611 |

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|---|-----------|------------|
| PAG EAST, LLC | Delaware | 32-2035279 |
| UAG YOUNG II, INC. | Delaware | 13-3985679 |
| UAG/PFS, INC. | Arizona | 86-0376346 |
| UNITED FORD BROKEN ARROW, LLC | Delaware | 26-0111055 |
| UNITED FORD NORTH, LLC | Delaware | 26-0111052 |
| UNITED FORD SOUTH, LLC** | Delaware | 26-0111051 |
| UNITED NISSAN, INC. (A GEORGIA CORPORATION) | Georgia | 58-2038392 |
| UNITED NISSAN, INC. (A TENNESSEE CORPORATION) | Tennessee | 62-0790848 |

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| Exact Name of Registrant Guarantor or Specified in its Charter (1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|---|
| UNITED RANCH AUTOMOTIVE, LLC | Delaware | 86-1008720 |
| UNITEDAUTO DODGE OF SHREVEPORT, INC. | Delaware | 72-1393145 |
| UNITEDAUTO SCOTTSDALE PROPERTY HOLDINGS, LLC | Delaware | 86-1123497 |
| WEST PALM AUTO MALL, INC. | Florida | 65-0050208 |
| WEST PALM NISSAN, LLC | Delaware | 06-1773996 |
| WEST PALM S1, LLC | Delaware | 14-1961285 |
| WESTBURY SUPERSTORE, LTD. | New York | 11-2983989 |
| YOUNG AUTOMOTIVE HOLDINGS, LLC | Delaware | 35-2035053 |
| YOUNG MANAGEMENT GROUP, INC. | Indiana | 35-1897920 |
| ATLANTIC AUTO FUNDING CORPORATION | Delaware | 16-1480801 |
| ATLANTIC AUTO SECOND FUNDING CORPORATION | Delaware | 16-1502671 |
| ATLANTIC AUTO THIRD FUNDING CORPORATION | Delaware | 16-1505549 |
| PAG MICHIGAN HOLDINGS, LLC | Delaware | 30-0193048 |
| UAG NORTHEAST BODY SHOP, INC. | Delaware | 13-4044770 |
| UAG REALTY, LLC | Delaware | 38-3543708 |
| UAG TEXAS II, INC. | Delaware | 13-3933083 |
| UAG TEXAS, LLC | Delaware | 13-3933080 |
| UAG TULSA HOLDINGS, LLC | Delaware | 51-0410923 |
| UAG TURNERSVILLE REALTY, LLC | Delaware | 38-3543708 |
| UNITEDAUTO FIFTH FUNDING, INC. | Delaware | 16-1549850 |
| UNITED AUTO LICENSING, LLC | Delaware | 38-3556189 |
| UNITED AUTOCARE PRODUCTS, LLC | Delaware | 13-3922210 |
| UNITEDAUTO FINANCE, INC. | Delaware | 16-1456003 |
| UNITEDAUTO FOURTH FUNDING INC. | Delaware | 16-1543345 |
| DIFEO HYUNDAI PARTNERSHIP | New Jersey | 22-3186280 |
| DIFEO NISSAN PARTNERSHIP | New Jersey | 22-3186257 |
| DIFEO CHRYSLER PLYMOUTH JEEP EAGLE PARTNERSHIP | New Jersey | 22-3186252 |
| DIFEO LEASING PARTNERSHIP | New Jersey | 22-3193493 |
| DANBURY AUTO PARTNERSHIP | Connecticut | 06-1349205 |
| DIFEO TENAFLY PARTNERSHIP | New Jersey | 22-3186285 |
| OCT PARTNERSHIP | New Jersey | 22-3248303 |
| HUDSON MOTORS PARTNERSHIP | New Jersey | 22-3186282 |
| COUNTY AUTO GROUP PARTNERSHIP | New Jersey | 13-3678489 |
| SOMERSET MOTORS PARTNERSHIP | New Jersey | 22-3186283 |
| SHANNON AUTOMOTIVE, LTD. | Texas | 76-0528837 |
| UAG HOUSTON ACQUISITION, LTD. | Texas | 38-3542915 |
| WTA MOTORS, LTD. | Texas | 33-1011102 |
| UAG GD, LTD. | Texas | 06-1664576 |
| UAG GN, LTD. | Texas | 06-1664569 |
| UAG GP, LTD. | Texas | 06-1664579 |
| UAG GW, LTD. | Texas | 06-1664570 |
| UAG MINNEAPOLIS B1, LLC | Delaware | 76-0819658 |
| CLASSIC OLDSMOBILE PONTIAC-GMC, LTD. | Texas | 74-2355160 |

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|------------------------------------|----------|------------|
| CLASSIC SPECIAL AUTOMOTIVE GP, LLC | Texas | 88-0485938 |
| CLASSIC SPECIAL AUTOMOTIVE LTD. | Texas | 74-2974762 |
| CLASSIC SPECIAL HYUNDAI, LTD. | Texas | 74-2974736 |
| CLASSIC SPECIAL, LLC | Texas | 88-0485938 |
| CYCLE HOLDINGS, LLC | Delaware | 26-1860955 |
| HILL COUNTRY IMPORTS, LTD. | Texas | 74-2585314 |
| PAG ACQUISITION 15, LLC | Delaware | 22-3086739 |
| PAG AUSTIN S1, LLC | Delaware | 26-1206577 |
| PAG CLOVIS T1, INC. | Delaware | 26-1857570 |

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| Exact Name of Registrant Guarantor or Specified in its Charter (1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|---|
| PAG LONG ISLAND B1, LLC | Delaware | 26-1377262 |
| PAG LONG ISLAND L1, LLC | Delaware | 26-1377251 |
| PAG LONG ISLAND M1, LLC | Delaware | 26-1377292 |
| PAG MICHIGAN S1, LLC | Delaware | 26-1108872 |
| PAG NORTH SCOTTSDALE BE, LLC | Delaware | 26-1363608 |
| PAG ORLANDO GENERAL, INC. | Delaware | 26-1207380 |
| PAG ORLANDO LIMITED, INC. | Delaware | 26-1206643 |
| PAG ORLANDO PARTNERSHIP, LTD. | Florida | 26-1340023 |
| PAG TURNERSVILLE AU, LLC | Delaware | 22-3115638 |
| PENSKE DIRECT, LLC | Delaware | 26-1556185 |
| PENSKE WHOLESALE OUTLET, LLC | Delaware | 26-1377275 |
| SCOTTSDALE 101 MANAGEMENT, LLC | Delaware | 26-1363820 |
| SCOTTSDALE PAINT & BODY, LLC | Delaware | 26-1363898 |
| SMART USA DISTRIBUTOR LLC | Delaware | 87-0766681 |
| TAMBURRO ENTERPRISES, INC. | Nevada | 88-0485938 |
| TURNERSVILLE AUTO OUTLET, LLC | Delaware | 26-1444871 |
| UAG ARKANSAS FLM, LLC | Delaware | 87-0766675 |
| UAG CHANTILLY AU, LLC | Delaware | 87-0766680 |
| UAG HUDSON CJD, LLC | Delaware | 87-0766678 |
| UAG ROYAL PALM M1, LLC | Delaware | 06-1774003 |
| CLASSIC SPECIAL ADVERTISING, INC. | Texas | 74-2821777 |
| HBL, LLC | Delaware | 38-3635872 |

(1) The address of each guarantor is c/o Penske Automotive Group, Inc., 2555 Telegraph Road, Bloomfield Hills, MI 48302.

** no longer a reporting entity

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This Post-Effective Amendment No. 1 is being filed to terminate the registration of the 3.5% Notes.

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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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, Michigan, on July 15, 2008.

Penske Automotive Group, Inc.

By: /s/ Shane M. Spradlin
Its: Senior Vice President

POWER OF ATTORNEY

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

| Signature | * | Title | Date |
|------------------------|----------|---|---------------|
| Roger S. Penske | * | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | July 15, 2008 |
| Robert O. Shaughnessy | * | Executive Vice President - Finance (Principal Financial Accounting Officer) | July 15, 2008 |
| John D. Barr | * | Director | July 15, 2008 |
| Michael R. Eisenson | * | Director | July 15, 2008 |
| Hiroshi Ishikawa | * | Director | July 15, 2008 |
| Robert H. Kurnick, Jr. | * | Director | July 15, 2008 |
| William J. Lovejoy | * | Director | July 15, 2008 |
| Kimberly J. McWaters | * | Director | July 15, 2008 |
| | * | Director | July 15, 2008 |

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Eustace W. Mita

*

July 15, 2008

Lucio A. Noto

Director

*

July 15, 2008

Richard J. Peters

Director

*

July 15, 2008

Ronald G. Steinhart

Director

*

July 15, 2008

H. Brian Thompson

Director

*By: /s/ Shane M. Spradlin

July 15, 2008

Shane M. Spradlin, attorney-in-fact

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SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

Auto Mall Payroll Services, Inc.
Classic Auto Group, Inc.
Classic Enterprises, LLC
Classic Imports, Inc.
Classic Motor Sales, LLC
Classic Nissan of Turnersville, LLC
Classic Turnersville, Inc.
Cycle Holdings, LLC
DiFeo Partnership LLC
HBL, LLC
JS Imports, LLC
PAG Acquisitions 15, LLC
PAG East, LLC
PAG Long Island B1, LLC
PAG Long Island L1, LLC
PAG Long Island M1, LLC
PAG Orlando General, Inc.
PAG Orlando Limited, Inc.
PAG Orlando Partnership, Ltd.
PAG Turnersville AU, LLC
Palm Auto Plaza, LLC
Penske Direct, LLC
Somerset Motors, Inc.
Turnersville Auto Outlet, LLC
UAG Caribbean, Inc.
UAG Chantilly AU, LLC
UAG Classic, Inc.
UAG Connecticut, LLC
UAG Hudson, Inc.
UAG Hudson CJD, LLC
UAG Kissimmee Motors, Inc.
UAG Nanuet I, LLC
UAG Nanuet II, LLC
UAG Northeast, LLC
UAG Royal Palm, LLC
UAG Royal Palm M1, LLC
UAG West Bay AM, LLC
UAG West Bay IA, LLC
UAG West Bay IAU, LLC
UAG West Bay IB, LLC
UAG West Bay II, LLC
UAG West Bay IL, LLC
UAG West Bay IM, LLC

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UAG West Bay IN, LLC
UAG West Bay IP, LLC
UAG West Bay IV, LLC
UAG West Bay IW, LLC
West Palm Auto Mall, Inc.
West Palm Nissan, LLC
West Palm S1, LLC
Westbury Superstore, Ltd.

By: /s/ Bernard W. Wolfe
Bernard W. Wolfe
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

Classic Management Company, Inc.

By: /s/ Bernard W. Wolfe
 Bernard W. Wolfe
 President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

County Auto Group Partnership
 Danbury Auto Partnership
 DiFeo Chrysler Plymouth Jeep Eagle Partnership
 DiFeo Hyundai Partnership
 DiFeo Leasing Partnership
 DiFeo Nissan Partnership
 DiFeo Tenafly Partnership
 Hudson Motors Partnership
 OCT Partnership
 Somerset Motors Partnership

By: DiFeo Partnership, LLC

By: /s/ Bernard W. Wolfe
 Bernard W. Wolfe
 Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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SIGNATURES

Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

UAG East, LLC

By: /s/ Bernard W. Wolfe
 Bernard W. Wolfe
 President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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Late Acquisition I, LLC

By: /s/ Walter P. Czarnecki, Jr.
 Walter P. Czarnecki, Jr.,
 President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Walter P. Czarnecki, Jr. Walter P. Czarnecki, Jr. | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer & Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG International Holdings, Inc.

By: /s/ Robert H. Kurnick, Jr.
Robert H. Kurnick, Jr.
President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | President & Director (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |

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Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

UAG Realty, LLC

By: /s/ Bernard W. Wolfe
 Bernard W. Wolfe
 President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

UAG Northeast Body Shop, Inc.
UAG Turnersville Realty, LLC

By: /s/ Bernard W. Wolfe
Bernard W. Wolfe
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Bernard W. Wolfe Bernard W. Wolfe | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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Brett Morgan Chevrolet -Geo, Inc.
CJNS, LLC
Classic Oldsmobile Pontiac-GMC, Ltd.
Classic Special, LLC
Classic Special Advertising, Inc.
Classic Special Automotive GP, LLC
Classic Special Hyundai, Ltd.
Classic Special Automotive Ltd.
Europa Auto Imports, Inc.
GMG Motors, Inc.
Goodson North, LLC
Goodson Spring Branch, LLC
HT Automotive, LLC
Hill Country Imports, Ltd.
KMPB, LLC
KMT/UAG, Inc.
Landers Auto Sales, LLC
Late Acquisition II, LLC
LRP, Ltd.
PAG Austin S1, LLC
PAG Clovis T1, Inc.
PAG North Scottsdale BE, LLC
PMRC, LLC
Penske Wholesale, LLC
Relentless Pursuit Enterprises, Inc.
SA Automotive, Ltd.
SAU Automotive, Ltd.
Scottsdale 101 Management, LLC
Scottsdale Ferrari, LLC
Scottsdale Jaguar, Ltd.
Scottsdale Management Group, Ltd.
Scottsdale Paint & Body, LLC
Sigma Motors, Inc.
SK Motors, LLC
SL Automotive, LLC
Sun Motors, LLC
Tamburro Enterprises, Inc.
UAG Arkansas FLM, LLC
UAG Capitol, Inc.
UAG Clovis, Inc.
UAG Escondido A1, Inc.
UAG Escondido H1, Inc.
UAG Escondido M1, Inc.

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UAG Landers Springdale, LLC
UAG Los Gatos, Inc.
UAG Marin, Inc.
UAG Nevada Land, LLC
UAG Phoenix VC, LLC
UAG San Diego A1, Inc.
UAG San Diego AU, Inc.
UAG San Diego H1, Inc.
UAG San Diego JA, Inc.
UAG San Diego Management, Inc.
UAG Stevens Creek II, Inc.
UAG Texas II, Inc.
UAG Texas, LLC
UAG VK, LLC
United Ranch Automotive, LLC

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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PAG West, LLC

By: /s/ George W. Brochick
George W. Brochick
President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG Tulsa Holdings, LLC

By: /s/ R. Whitfield Ramonat
 R. Whitfield Ramonat
 Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ R. Whitfield Ramonat R. Whitfield Ramonat | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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United Auto Scottsdale Property Holdings,
LLC

By: /s/ George W. Brochick
George W. Brochick
President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG Houston Acquisition, Ltd.
Shannon Automotive, Ltd.

By: UAG Texas, LLC

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG GD, Ltd.

By: UAG Spring, LLC
Its: General Partner

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG GN, Ltd.

By: Goodson North, LLC
Its: General Partner

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG GP, Ltd.

By: Goodson Pontiac-GMC, LLC
Its: General Partner

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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UAG GW, Ltd.

By: Goodson Spring Branch, LLC
Its: General Partner

By: /s/ George W. Brochick
George W. Brochick
Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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WTA Motors, Ltd.

By: Late Acquisition II, LLC
 Its: General Partner

By: /s/ George W. Brochick
 George W. Brochick
 Chairman of the Board

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ George W. Brochick George W. Brochick | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |

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United Auto Licensing, LLC

By: /s/ Robert H. Kurnick, Jr.
Robert H. Kurnick, Jr.
President

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

| Signature | Title | Date |
|----------------------------|---|---------------|
| /s/ Robert H. Kurnick, Jr. | President, Treasurer and Director (Principal Executive Officer, | July 15, 2008 |
| Robert H. Kurnick, Jr. | Principal Accounting Officer and Principal Financial Officer) | |

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D. Young Chevrolet, LLC
 Dan Young Chevrolet, Inc.
 Dan Young Motors, LLC
 Dealer Accessories, LLC
 FRN of Tulsa, LLC
 Motorcars Acquisition III, LLC
 Motorcars Acquisition IV, LLC
 Motorcars Acquisition V, LLC
 Motorcars Acquisition, LLC
 PAG Michigan S1, LLC
 PAG Michigan Holdings, Inc.
 UAG Atlanta H1, LLC
 UAG Atlanta IV Motors, Inc.
 UAG Central Region Management, LLC
 UAG Duluth, Inc.
 UAG Fayetteville I, LLC
 UAG Fayetteville II, LLC
 UAG Fayetteville III, LLC
 UAG Memphis II, Inc.
 UAG Memphis Management, Inc.
 UAG Michigan Cadillac, LLC
 UAG Michigan H1, LLC
 UAG Michigan Pontiac-GMC, LLC
 UAG Michigan T1, LLC
 UAG Michigan TMV, LLC
 UAG Minneapolis B1, LLC
 UAG Southeast, Inc.
 UAG Young II, Inc.
 United Ford North, LLC

By: /s/ Whitfield Ramonat
 R. Whitfield Ramonat
 Chairman of the Board

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

| Signature | Title | Date |
|--------------------------|--|---------------|
| /s/ R. Whitfield Ramonat | Chairman of the Board (Principal Executive Officer) | July 15, 2008 |
| R. Whitfield Ramonat | | |

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| | | |
|----------------------------|---|---------------|
| /s/ Robert O Shaughnessy | Assistant Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| Robert O Shaughnessy | | |
| /s/ Robert H. Kurnick, Jr. | Director | July 15, 2008 |
| Robert H. Kurnick, Jr. | | |

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Atlantic Auto Funding Corporation
 Atlantic Auto Second Funding Corporation
 Atlantic Auto Third Funding Corporation
 UAG Finance Company, Inc.
 United Auto Fifth Funding, Inc.
 United Autocare Products, LLC
 UnitedAuto Finance, Inc.
 UnitedAuto Fourth Funding, Inc.

By: /s/ Robert O Shaughnessy
 Robert O Shaughnessy
 President

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

| Signature | Title | Date |
|----------------------------|--|---------------|
| /s/ Robert O Shaughnessy | President, Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| Robert O Shaughnessy | | |
| /s/ Robert H. Kurnick, Jr. | Director | July 15, 2008 |
| Robert H. Kurnick, Jr. | | |

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Central Ford Center, Inc.
Covington Pike Dodge, Inc.
Florida Chrysler Plymouth, Inc.
Gene Reed Chevrolet, Inc.
Goodson Pontiac-GMC, LLC
Landers Buick-Pontiac, Inc.
Landers Ford North, Inc.
Landers United Auto Group No. 2, Inc.
LMNS, LLC
Michael Chevrolet-Oldsmobile, Inc.
Motorcars Acquisitions II, LLC
Motorcars Acquisitions VI, LLC
National City Ford, Inc.
Peachtree Nissan, Inc.
Tri-City Leasing, Inc.
UAG Carolina, Inc.
UAG CHCC, Inc.
UAG Chevrolet, Inc.
UAG Citrus Motors, LLC
UAG Graceland II, Inc.
UAG Hudson CJD, LLC
UAG Memphis IV, Inc.
UAG Michigan H2, LLC
UAG Oldsmobile of Indiana, LLC
UAG Spring, LLC
UAG Sunnyvale, Inc.
UAG Turnersville Motors, LLC
UAG West Bay FM, LLC
UAG/PFS, Inc.
United Ford Broken Arrow, LLC
United Nissan, Inc. (GA)
United Nissan, Inc. (TN)
UnitedAuto Dodge of Shreveport, Inc.
Young Automotive Holdings, LLC
Young Management Group, Inc.

By: /s/ Robert H. Kurnick, Jr.
Robert H. Kurnick, Jr.
Chairman & President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Chairman, President and Director (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert T. O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |

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Pursuant to the requirements of the Securities Act, each of the Registrants 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 Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomfield Hills, State of Michigan, on July 15, 2008.

smart USA Distributor LLC

By: /s/ David Schembri
David Schembri
President

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

| Signature | Title | Date |
|--|---|---------------|
| /s/ David Schembri David Schembri | President (Principal Executive Officer) | July 15, 2008 |
| /s/ Robert O Shaughnessy Robert O Shaughnessy | Treasurer and Director (Principal Accounting Officer and Principal Financial Officer) | July 15, 2008 |
| /s/ Robert H. Kurnick, Jr. Robert H. Kurnick, Jr. | Director | July 15, 2008 |