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Form

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By: /s/ TODD KING **Todd King President**

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ TODD KING Todd King	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Roseville, California, on February 23, 2010.

VANDERBEEK MOTORS, INC.

By: */s/* TOM HOOD
Tom Hood
President

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
<i>/s/</i> TOM HOOD Tom Hood	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, California, on February 23, 2010.

SMYTHE EUROPEAN, INC.

By: /s/ WILLIAM R. BERMAN
William R. Berman
President

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ WILLIAM R. BERMAN William R. Berman	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, California, on February 23, 2010.

EL MONTE IMPORTS, INC.

JOE MACPHERSON INFINITI

PEYTON CRAMER INFINITI

By: /s/ STEVE KWAK
Steve Kwak
President

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ STEVE KWAK Steve Kwak	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hawthorne, California, on February 23, 2010.

TORRANCE NISSAN, LLC

By: /s/ MICHAEL A. CUNNINGHAM
Michael A. Cunningham
President

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ MICHAEL A. CUNNINGHAM Michael A. Cunningham	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cerritos, California, on February 23, 2010.

ALLISON BAVARIAN HOLDING, LLC	COSTA MESA CARS HOLDING, LLC	PEYTON CRAMER AUTOMOTIVE HOLDING, LLC
AN CHEVROLET - ARROWHEAD, INC.	DOBBS MOTORS OF ARIZONA, INC.	PEYTON CRAMER F. HOLDING, LLC
AN COLLISION CENTER OF TEMPE, INC.	DODGE OF BELLEVUE, INC.	PEYTON CRAMER INFINITI HOLDING, LLC
AN IMPORTS OF SPOKANE, INC.	EDGREN MOTOR HOLDING, LLC	PIERCE AUTOMOTIVE CORPORATION
AN LUXURY IMPORTS HOLDING, LLC	EL MONTE IMPORTS HOLDING, LLC	PIERCE, LLC
AN LUXURY IMPORTS OF PHOENIX, INC.	FIT KIT HOLDING, LLC	PRIME AUTO RESOURCES, INC.
AN LUXURY IMPORTS OF SPOKANE, INC.	FIT KIT, INC.	ROSEVILLE MOTOR HOLDING, LLC
AN LUXURY IMPORTS OF TUCSON, INC.	FORD OF GARDEN GROVE LIMITED PARTNERSHIP	SMYTHE EUROPEAN HOLDING, LLC
AN MOTORS OF SCOTTSDALE, LLC	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	STEVENS CREEK HOLDING, LLC
AN SUBARU MOTORS, INC.	<i>ITS: GENERAL PARTNER</i>	TASHA INCORPORATED
AN WESTERN REGION MANAGEMENT, LLC	FREMONT LUXURY IMPORTS HOLDING, LLC	TERRY YORK MOTOR CARS HOLDING, LLC
AN/PF ACQUISITION CORP.	G.B. IMPORT SALES & SERVICE HOLDING, LLC	TORRANCE NISSAN HOLDING, LLC
APPLEWAY CHEVROLET, INC.	HOUSE OF IMPORTS HOLDING, LLC	TOWN & COUNTRY CHRYSLER JEEP, INC.
AUTO CAR HOLDING, LLC	IRVINE IMPORTS HOLDING, LLC	TOYOTA CERRITOS LIMITED PARTNERSHIP
AUTO MISSION HOLDING, LLC	IRVINE IMPORTS, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>
AUTO MISSION LTD.	IRVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP	<i>ITS: GENERAL PARTNER</i>
AUTONATION OXNARD VENTURE HOLDINGS, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	VALENCIA B. IMPORTS HOLDING, LLC
BARGAIN RENT-A-CAR	<i>ITS: GENERAL PARTNER</i>	VALENCIA DODGE HOLDING, LLC
BELL DODGE, L.L.C.	JOE MACPHERSON INFINITI HOLDING, LLC	VALENCIA H. IMPORTS HOLDING, LLC
BROWN & BROWN CHEVROLET - SUPERSTITION SPRINGS, LLC	LEXUS OF CERRITOS LIMITED PARTNERSHIP	VANDERBEEK MOTORS HOLDING, LLC
BROWN & BROWN CHEVROLET, INC.	<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	VINCE WIESE HOLDING, LLC
BROWN & BROWN NISSAN MESA, L.L.C.		WEBB AUTOMOTIVE GROUP, INC.
BROWN & BROWN NISSAN, INC.		

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BUICK MART LIMITED PARTNERSHIP	<i>ITS: GENERAL PARTNER</i>	YORK ENTERPRISES HOLDING, LLC
<i>BY: WEBB AUTOMOTIVE GROUP, INC.</i>	MACHOWARD LEASING HOLDING, LLC	DESERT BUICK-GMC TRUCKS, L.L.C.
<i>ITS: GENERAL PARTNER</i>	MACPHERSON ENTERPRISES, INC.	DESERT GMC, L.L.C.
CARWELL HOLDING, LLC	MAGIC ACQUISITION HOLDING, LLC	DESERT LINCOLN-MERCURY, INC.
CERRITOS BODY WORKS HOLDING, LLC	MR. WHEELS HOLDING, LLC	SAHARA IMPORTS, INC.
CERRITOS IMPORTS HOLDING, LLC	MR. WHEELS, INC.	SAHARA NISSAN, INC.
	NEWPORT BEACH CARS HOLDING, LLC	T-WEST SALES & SERVICE, INC.
	NORTHWEST FINANCIAL GROUP, INC.	JRJ INVESTMENTS, INC.

By: /s/ **WILLIAM R. BERMAN**
William R. Berman
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ WILLIAM R. BERMAN William R. Berman	President and Sole Director (Principal Executive Officer and Director)	February 23, 2010
/s/ MICHAEL A. CUNNINGHAM Michael A. Cunningham	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, Florida, on February 23, 2010.

ACER FIDUCIARY, INC.

By: /s/ C. COLEMAN G. EDMUNDS
C. Coleman G. Edmunds
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ C. COLEMAN G. EDMUNDS C. Coleman G. Edmunds	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE Michael E. Maroone	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO Jonathan P. Ferrando	Director	February 23, 2010

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SIGNATURES

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AUTONATION BENEFITS COMPANY, INC.

By: /s/ **B. GENE CLAYTON**
B. Gene Clayton
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ B. GENE CLAYTON B. Gene Clayton	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE Michael E. Maroone	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO Jonathan P. Ferrando	Director	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, Florida, on February 23, 2010.

AUTONATION FINANCIAL SERVICES, LLC

By: /s/ KEVIN WESTFALL
Kevin Westfall
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ KEVIN WESTFALL Kevin Westfall	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE Michael E. Maroone	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO Jonathan P. Ferrando	Director	February 23, 2010

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AUTONATION HOLDING CORP.

By: /s/ MICHAEL E. MAROONE
Michael E. Maroone
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ MICHAEL E. MAROONE Michael E. Maroone	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ C. COLEMAN G. EDMUNDS C. Coleman G. Edmunds	Director	February 23, 2010
/s/ GUILLERMO PERNAS, JR. Guillermo Pernas, Jr.	Director	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrant certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, Florida, on February 23, 2010.

AUTONATIONDIRECT.COM, INC.

By: /s/ PHILLIP W. DUPREE
Phillip W. DuPree
President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ PHILLIP W. DUPREE Phillip W. DuPree	President and Sole Director (Principal Executive Officer)	February 23, 2010
/s/ RONALD L. FREY Ronald L. Frey	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the below registrants certify that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, Texas, on February 23, 2010.

DEALERSHIP PROPERTIES, INC.

DEALERSHIP REALTY CORPORATION

By: /s/ DANIEL G. AGNEW
Daniel G. Agnew
 President

POWERS OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individuals whose signature appears below hereby constitute and appoint Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title(s)	Date
/s/ DANIEL G. AGNEW Daniel G. Agnew	President (Principal Executive Officer)	February 23, 2010
/s/ CHERYL SCULLY Cheryl Scully	Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 23, 2010
/s/ MICHAEL E. MAROONE Michael E. Maroone	Director	February 23, 2010
/s/ JONATHAN P. FERRANDO Jonathan P. Ferrando	Director	February 23, 2010

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SIGNATURES

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HOUSE OF IMPORTS, INC.

By: /s/ PAT LUSTIG
Pat Lustig
President

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that the individual whose signature appears below hereby constitutes and appoints Michael J. Jackson and Jonathan P. Ferrando, and each of them severally, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him or her and in his or her name, place, and stead in any and all capacities to sign any and all amendments (including post-effective amendments and amendments filed pursuant to 462(b) under the Securities Act of 1933) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-facts and agents or any of them, or of his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following person in the capacity and on the date indicated.

Signature	Title(s)	Date
/s/ PAT LUSTIG Pat Lustig	President, Treasurer, and Sole Director (Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director)	February 23, 2010

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EXHIBIT INDEX

Exhibit No.	Document
1.1	Form(s) of Underwriting Agreement*
4.1	Form of Indenture
4.2	Third Amended and Restated Certificate of Incorporation of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 13, 1999)
4.3	Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 8, 2008)
4.4	Form of debt securities*
4.5	Form of guarantee*
4.6	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder*
4.7	Form of any preferred stock certificate*
4.8	Form of warrant agreement*
5.1	Opinion of C. Coleman G. Edmunds, Senior Vice President, Deputy General Counsel and Assistant Secretary of the Company**
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the guarantees covered by this Post-Effective Amendment No. 1 to Form S-3
12.1	Statement regarding computation of Consolidated Ratio of Earnings to Fixed Charges
23.1	Consent of KPMG LLP
23.2	Consent of C. Coleman G. Edmunds (included in exhibit 5.1)
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in exhibit 5.2)
24.1	Powers of Attorney (included on the signature pages of the Registration Statement)
25.1	Statement of Eligibility of Trustee on Form T-1*

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

** Previously filed as an exhibit to the Registration Statement.