

AUTONATION INC /FL  
Form 10-Q  
April 25, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2008  
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 0-13107

**AUTONATION, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**73-1105145**  
(I.R.S. Employer  
Identification No.)

**110 S.E. 6th Street, Fort Lauderdale, Florida**  
(Address of Principal Executive Offices)

**33301**  
(Zip Code)

**(954) 769-6000**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a 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

As of April 21, 2008, the registrant had 178,535,962 shares of common stock outstanding.

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**AUTONATION, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In millions, except share and per share data)

<b>ASSETS</b>	<b>March 31, 2008</b>	<b>December 31, 2007</b>
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 34.4	\$ 33.0
Receivables, net	641.0	707.6
Inventory	2,377.1	2,285.6
Other current assets	217.2	246.5
<b>Total Current Assets</b>	<b>3,269.7</b>	<b>3,272.7</b>
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$619.4 million and \$597.9 million, respectively	1,963.6	1,971.3
GOODWILL, NET	2,759.5	2,738.3
OTHER INTANGIBLE ASSETS, NET	329.9	319.9
OTHER ASSETS	200.5	177.4
<b>Total Assets</b>	<b>\$ 8,523.2</b>	<b>\$ 8,479.6</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Vehicle floorplan payable - trade	\$ 1,787.8	\$ 1,691.0
Vehicle floorplan payable - non-trade	412.5	452.7
Accounts payable	229.5	210.3
Notes payable and current maturities of long-term obligations	30.1	23.9
Other current liabilities	530.9	523.9
<b>Total Current Liabilities</b>	<b>2,990.8</b>	<b>2,901.8</b>
LONG-TERM DEBT, NET OF CURRENT MATURITIES	1,668.5	1,751.9
DEFERRED INCOME TAXES	225.0	220.7
OTHER LIABILITIES	137.9	131.7
COMMITMENTS AND CONTINGENCIES (Note 12)		
<b>SHAREHOLDERS EQUITY:</b>		
Preferred stock, par value \$0.01 per share; 5,000,000 shares authorized; none issued		
Common stock, par value \$0.01 per share; 1,500,000,000 shares authorized; 193,562,149 shares issued at March 31, 2008, and December 31, 2007, including shares held in treasury	1.9	1.9
Additional paid-in capital	464.5	461.0

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Retained earnings (Note 6)	3,316.8	3,266.1
Accumulated other comprehensive loss	(0.1)	(0.2)
Treasury stock, at cost; 15,029,170 and 13,205,583 shares held, respectively	(282.1)	(255.3)
Total Shareholders' Equity	3,501.0	3,473.5
Total Liabilities and Shareholders' Equity	\$ 8,523.2	\$ 8,479.6

The accompanying notes are an integral part of these statements.

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**AUTONATION, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS**  
(In millions, except per share data)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2008</b>	<b>2007</b>
Revenue:		
New vehicle	\$ 2,198.8	\$ 2,423.5
Used vehicle	983.4	1,068.3
Parts and service	654.6	644.7
Finance and insurance, net	145.0	146.3
Other	17.6	17.1
<b>TOTAL REVENUE</b>	<b>3,999.4</b>	<b>4,299.9</b>
Cost of Sales:		
New vehicle	2,052.8	2,246.6
Used vehicle	899.3	965.5
Parts and service	370.6	363.3
Other	7.5	6.7
<b>TOTAL COST OF SALES</b>	<b>3,330.2</b>	<b>3,582.1</b>
Gross Profit:		
New vehicle	146.0	176.9
Used vehicle	84.1	102.8
Parts and service	284.0	281.4
Finance and insurance	145.0	146.3
Other	10.1	10.4
<b>TOTAL GROSS PROFIT</b>	<b>669.2</b>	<b>717.8</b>
Selling, general, and administrative expenses	498.3	511.2
Depreciation and amortization	23.5	20.9
Other expenses, net	0.3	
<b>OPERATING INCOME</b>	<b>147.1</b>	<b>185.7</b>
Floorplan interest expense	(25.3)	(31.7)
Other interest expense	(26.8)	(26.4)
Interest income	0.5	0.9
Other gains (losses), net	(1.8)	0.1
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>93.7</b>	<b>128.6</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>38.0</b>	<b>46.1</b>
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>55.7</b>	<b>82.5</b>
Loss from discontinued operations, net of income taxes	(5.0)	(4.9)

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NET INCOME	\$ 50.7	\$ 77.6
BASIC EARNINGS (LOSS) PER SHARE:		
Continuing operations	\$ 0.31	\$ 0.40
Discontinued operations	\$ (0.03)	\$ (0.02)
Net income	\$ 0.28	\$ 0.37
Weighted average common shares outstanding	180.0	208.1
DILUTED EARNINGS (LOSS) PER SHARE:		
Continuing operations	\$ 0.31	\$ 0.39
Discontinued operations	\$ (0.03)	\$ (0.02)
Net income	\$ 0.28	\$ 0.37
Weighted average common shares outstanding	180.6	210.7
COMMON SHARES OUTSTANDING, net of treasury stock	178.5	209.7

The accompanying notes are an integral part of these statements.

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**AUTONATION, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
(In millions, except share data)

	<b>Common Stock Shares</b>	<b>Amount</b>	<b>Additional Paid-in Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Treasury Stock</b>	<b>Total</b>
BALANCE AT DECEMBER 31, 2007	193,562,149	\$ 1.9	\$ 461.0	\$ 3,266.1	\$ (0.2)	\$ (255.3)	\$ 3,473.5
Exercise of stock options, including income tax benefit of \$0.1 million			(0.3)			1.0	0.7
Stock option expense			3.8				3.8
Other comprehensive income					0.1		0.1
Purchases of treasury stock						(27.8)	(27.8)
Net income				50.7			50.7
BALANCE AT MARCH 31, 2008	193,562,149	\$ 1.9	\$ 464.5	\$ 3,316.8	\$ (0.1)	\$ (282.1)	\$ 3,501.0

The accompanying notes are an integral part of these statements.



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**AUTONATION, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:</b>		
Net income	\$ 50.7	\$ 77.6
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss from discontinued operations	5.0	4.9
Depreciation and amortization	23.5	20.9
Amortization of debt issue costs and discounts	0.7	0.9
Stock option expense	3.8	3.0
Deferred income tax provision	4.3	4.6
Changes in assets and liabilities, net of effects from business combinations and divestitures:		
Receivables	66.7	141.9
Inventory	(86.8)	75.8
Other assets	(2.1)	(6.6)
Vehicle floorplan payable-trade, net	96.8	(265.8)
Accounts payable	19.2	32.8
Other liabilities	10.6	12.3
Net cash provided by continuing operations	192.4	102.3
Net cash provided by (used in) discontinued operations	(0.5)	0.9
Net cash provided by operating activities	191.9	103.2
<b>CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(21.7)	(42.3)
Property operating lease buy-outs	(1.8)	
Proceeds from the sale of property and equipment	0.1	
Cash used in business acquisitions, net of cash acquired	(29.4)	
Net change in restricted cash	(0.7)	3.6
Purchases of restricted investments		(5.3)
Proceeds from the sale of restricted investments	2.8	3.2
Cash received from business divestitures, net of cash relinquished	9.5	10.1
Other	(0.1)	(0.2)
Net cash used in continuing operations	(41.3)	(30.9)
Net cash used in discontinued operations		(0.9)
Net cash used in investing activities	(41.3)	(31.8)

The accompanying notes are an integral part of these statements.

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**AUTONATION, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)  
**Continued**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:</b>		
Purchases of treasury stock	(28.7)	(50.3)
Proceeds from revolving credit facility	351.0	80.0
Payment of revolving credit facility	(426.0)	(275.0)
Net proceeds (payments) of vehicle floor plan payable - non-trade	(43.6)	78.5
Payments of mortgage facilities	(1.6)	(1.1)
Payments of notes payable and long-term debt	(1.4)	(1.4)
Proceeds from the exercise of stock options	1.0	76.1
Tax benefit from stock options	0.1	13.4
Other		(0.1)
Net cash used in continuing operations	(149.2)	(79.9)
Net cash used in discontinued operations		(0.3)
Net cash used in financing activities	(149.2)	(80.2)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1.4	(8.8)
CASH AND CASH EQUIVALENTS at beginning of period	33.0	52.9
CASH AND CASH EQUIVALENTS at end of period	\$ 34.4	\$ 44.1

The accompanying notes are an integral part of these statements

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(In millions, except share and per share data)**

**1. INTERIM FINANCIAL STATEMENTS****Business and Basis of Presentation**

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of March 31, 2008, we owned and operated 321 new vehicle franchises from 243 stores located in major metropolitan markets, predominantly in the Sunbelt region of the United States. We offer a diversified range of automotive products and services, including new vehicles, used vehicles, vehicle maintenance and repair services, vehicle parts, extended service contracts, vehicle protection products, and other aftermarket products. We also arrange financing for vehicle purchases through third-party finance sources. For convenience, the terms AutoNation, Company, and we are used to refer collectively to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our dealership operations are conducted by our subsidiaries.

The accompanying Unaudited Condensed Consolidated Financial Statements include the accounts of AutoNation, Inc. and its subsidiaries; all significant intercompany accounts and transactions have been eliminated. The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by us pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, certain information related to our organization, significant accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States has been condensed or omitted. These Unaudited Condensed Consolidated Financial Statements reflect, in the opinion of management, all material adjustments (which include only normal recurring adjustments) necessary to fairly state, in all material respects, our financial position and results of operations for the periods presented.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ materially from these estimates. We periodically evaluate estimates and assumptions used in the preparation of the financial statements and make changes on a prospective basis when adjustments are necessary. Significant estimates made by AutoNation in the accompanying Unaudited Condensed Consolidated Financial Statements include allowances for doubtful accounts, accruals for chargebacks against revenue recognized from the sale of finance and insurance products, certain assumptions related to goodwill, intangible, and long-lived assets, accruals related to self-insurance programs, certain legal proceedings, estimated tax liabilities, estimated losses from disposals of discontinued operations, and certain assumptions related to stock option compensation.

Operating results for interim periods are not necessarily indicative of the results that can be expected for a full year. These interim financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto included in our most recent Annual Report on Form 10-K.

Certain reclassifications of amounts previously reported have been made to the accompanying Unaudited Condensed Consolidated Financial Statements in order to maintain consistency and comparability between periods presented. We reclassified certain amounts within the Cash Provided by (Used in) Operating Activities section of our Unaudited Condensed Consolidated Statements of Cash Flows to separately present our deferred income tax provision.

**New Accounting Pronouncements**

In December 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 141 (revised 2007), *Business Combinations* ( SFAS No. 141R ). SFAS No. 141R is a revision to SFAS No. 141 and includes substantial changes to the acquisition method used to account for business combinations

(formerly the purchase accounting method), including broadening the definition of a business, as well as revisions to accounting methods for contingent consideration and other contingencies related to the acquired business, accounting for transaction costs, and accounting for adjustments to provisional amounts recorded in connection with acquisitions. SFAS No. 141R retains the fundamental requirement of SFAS No. 141 that the acquisition method of accounting be used for all business combinations and for an acquirer to be identified for each business combination. SFAS No. 141R shall be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We are currently evaluating the requirements of SFAS No. 141R.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* ( SFAS No. 159 ). SFAS No. 159 permits entities to choose to measure certain financial assets and liabilities at fair value. Unrealized gains and losses, arising subsequent to adoption, are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We adopted SFAS No. 159 effective January 1, 2008, and have elected not to measure any of our current eligible financial assets or liabilities at fair value upon adoption.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). In February 2008, the FASB amended SFAS No. 157 by issuing FASB Staff Position ( FSP ) FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which states that SFAS No. 157 does not address fair value measurements for purposes of lease classification or measurement. FSP FAS 157-1 does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value under SFAS No. 141 or SFAS No. 141(R), regardless of whether those assets and liabilities are related to leases. In February 2008, the FASB also issued FSP FAS 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS No. 157 defines fair value and applies to other accounting pronouncements that require or permit fair value measurements and expands disclosures about fair value measurements. SFAS No. 157 was effective for financial assets and liabilities in fiscal years beginning after November 15, 2007.

Our adoption of the provisions of SFAS No. 157 on January 1, 2008, with respect to financial assets and liabilities measured at fair value, did not have a material impact on our fair value measurements or our financial statements for the three months ended March 31, 2008. In accordance with FSP FAS 157-2, we are currently evaluating the potential impact of applying the provisions of SFAS No. 157 to our nonfinancial assets and liabilities beginning in 2009, including (but not limited to) the valuation of our single reporting unit for the purpose of assessing goodwill impairment, the valuation of our franchise rights when assessing franchise impairments, the valuation of property and equipment when assessing long-lived asset impairment, and the valuation of assets acquired and liabilities assumed in business combinations.

**2. RECEIVABLES, NET**

The components of receivables, net of allowance for doubtful accounts, are as follows:

	<b>March 31, 2008</b>	<b>December 31, 2007</b>
Trade receivables	\$ 121.1	\$ 118.7
Manufacturer receivables	121.2	138.2
Other	47.5	55.0
	289.8	311.9
Less: Allowances	(6.6)	(6.4)
	283.2	305.5
Contracts-in-transit and vehicle receivables	340.1	380.2
Income tax refundable (See Note 6)	17.7	21.9
Receivables, net	\$ 641.0	\$ 707.6

Contracts-in-transit and vehicle receivables primarily represent receivables from financial institutions for the portion of the vehicle sales price financed by our customers.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

**3. INVENTORY AND VEHICLE FLOORPLAN PAYABLE**

The components of inventory are as follows:

	<b>March 31, 2008</b>	<b>December 31, 2007</b>
New vehicles	\$ 1,908.7	\$ 1,826.3
Used vehicles	319.7	310.5
Parts, accessories, and other	148.7	148.8
	<b>\$ 2,377.1</b>	<b>\$ 2,285.6</b>

Vehicle floorplan payable-trade totaled \$1.8 billion at March 31, 2008, and \$1.7 billion at December 31, 2007. Vehicle floorplan payable-trade reflects amounts borrowed to finance the purchase of specific vehicle inventories with the corresponding manufacturers' captive finance subsidiaries (trade lenders). Vehicle floorplan payable-non-trade totaled \$412.5 million at March 31, 2008, and \$452.7 million at December 31, 2007, and represents amounts borrowed to finance the purchase of specific vehicle inventories with non-trade lenders. Changes in vehicle floorplan payable-trade are reported as operating cash flows and changes in vehicle floorplan payable-non-trade are reported as financing cash flows in the accompanying Unaudited Condensed Consolidated Statements of Cash Flows.

Our floorplan facilities, which utilize LIBOR-based interest rates, averaged 4.3% for the three months ended March 31, 2008, and 6.3% for the three months ended March 31, 2007. Floorplan facilities are used to finance new vehicle inventories and the amounts outstanding thereunder are due on demand, but are generally paid within several business days after the related vehicles are sold. Floorplan facilities are primarily collateralized by new vehicle inventories and related receivables. Our manufacturer agreements generally require the manufacturer to have the ability to draft against the floorplan facilities so the floorplan lender directly funds the manufacturer for the purchase of inventory. The floorplan facilities contain certain operational covenants. At March 31, 2008, we were in compliance with such covenants in all material respects. At March 31, 2008, aggregate capacity under the floorplan credit facilities to finance new vehicles was approximately \$3.6 billion, of which \$2.2 billion total was outstanding.

**4. GOODWILL AND INTANGIBLE ASSETS**

Goodwill and intangible assets, net, consist of the following:

	<b>March 31, 2008</b>	<b>December 31, 2007</b>
Goodwill	\$ 3,025.3	\$ 3,004.1
Less: accumulated amortization	(265.8)	(265.8)
Goodwill, net	<b>\$ 2,759.5</b>	<b>\$ 2,738.3</b>
Franchise rights - indefinite-lived	\$ 323.7	\$ 316.4
Other intangibles	10.9	7.9
	<b>334.6</b>	<b>324.3</b>
Less: accumulated amortization	(4.7)	(4.4)

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Other intangibles, net	\$	329.9	\$	319.9
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Goodwill and intangibles with indefinite lives are tested for impairment annually or more frequently when events or circumstances indicate that an impairment may have occurred. Our principal identifiable intangible assets are individual store rights under franchise agreements with vehicle manufacturers.



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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

**5. NOTES PAYABLE AND LONG-TERM DEBT**

Notes payable and long-term debt consist of the following:

	<b>March 31, 2008</b>	<b>December 31, 2007</b>
Floating rate senior unsecured notes, due 2013	\$ 300.0	\$ 300.0
7% senior unsecured notes, due 2014	300.0	300.0
Term loan facility, due 2012	600.0	600.0
Revolving credit facility, due 2012	185.0	260.0
9% senior unsecured notes, due 2008	14.1	14.1
Mortgage facility, due 2017	238.1	239.7
Other debt, due from 2010 to 2025	61.4	62.0
	1,698.6	1,775.8
Less: current maturities	(30.1)	(23.9)
Long-term debt, net of current maturities	\$ 1,668.5	\$ 1,751.9

**Senior Unsecured Notes and Credit Agreement**

We have \$300.0 million of floating rate senior unsecured notes due April 15, 2013, and \$300.0 million of 7% senior unsecured notes due April 15, 2014, in each case at par. The floating rate senior unsecured notes bear interest at a rate equal to three-month LIBOR plus 2.0% per annum, adjusted quarterly, and may be redeemed by us on or after April 15, 2008, at 103% of principal, on or after April 15, 2009, at 102% of principal, on or after April 15, 2010, at 101% of principal, and on or after April 15, 2011, at 100% of principal. The 7% senior unsecured notes may be redeemed by us on or after April 15, 2009, at 105.25% of principal, on or after April 15, 2010, at 103.5% of principal, on or after April 15, 2011, at 101.75% of principal, and on or after April 15, 2012, at 100% of principal.

Under our amended credit agreement which terminates on July 18, 2012, we have a \$700.0 million revolving credit facility that provides for various interest rates on borrowings generally at LIBOR plus 0.725% and a \$600.0 million term loan facility bearing interest at a rate equal to LIBOR plus 0.875%. We also have a letter of credit sublimit as part of our revolving credit facility. The amount available to be borrowed under the revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit, which totaled \$78.8 million at March 31, 2008. We had borrowings outstanding under the revolving credit facility of \$185.0 million at March 31, 2008, leaving \$436.2 million of borrowing capacity at March 31, 2008.

The credit spread charged for the revolving credit facility and term loan facility is impacted by our senior unsecured credit ratings from Standard and Poor's (BB+, with negative outlook) and Moody's (Ba2, with stable outlook). For instance, under the current terms of our amended credit agreement, a one-notch downgrade of our senior unsecured credit rating by either Standard and Poor's or Moody's would result in a 20 basis point increase in the credit spread under our revolving credit facility and a 25 basis point increase in the credit spread under our term loan facility. On November 29, 2007, Standard and Poor's Rating Services revised its outlook for AutoNation to negative from stable.

Our senior unsecured notes and borrowings under the credit agreement are guaranteed by substantially all of our subsidiaries. Within the meaning of Regulation S-X, Rule 3-10, AutoNation, Inc. (the parent company) has no independent assets or operations, the guarantees of its subsidiaries are full and unconditional and joint and several, and any subsidiaries other than the guarantor subsidiaries are minor.

**Other Debt**

At March 31, 2008, we also had \$14.1 million of 9% senior unsecured notes due August 1, 2008. The 9% senior unsecured notes are guaranteed by substantially all of our subsidiaries.

At March 31, 2008, we had \$238.1 million outstanding under a mortgage facility with an automotive manufacturer's captive finance subsidiary due December 1, 2017. The mortgage facility was refinanced under a new facility in November 2007 to provide a fixed interest rate (5.864%) and provide financing secured by 10-year mortgages on certain of our store properties. Prior to this refinancing, the facility utilized short-term LIBOR-based interest rates, which averaged 6.7% for the three months ended March 31, 2007.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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***Restrictions and Covenants***

Our amended credit agreement, the indenture for our floating rate and 7% senior unsecured notes, our vehicle floorplan payable facilities, and our mortgage facility contain numerous customary financial and operating covenants that place significant restrictions on us, including our ability to incur additional indebtedness or prepay existing indebtedness, to create liens or other encumbrances, to sell (or otherwise dispose of) assets, and to merge or consolidate with other entities.

For example, under the amended credit agreement, we are required to maintain a maximum consolidated leverage ratio, as defined (3.0 times through September 30, 2009, after which it will revert to 2.75 times). In March 2008, we amended our credit agreement to provide that non-cash impairment losses associated with goodwill and intangible assets as well as certain other non-cash charges would be excluded from the computation of the maximum consolidated leverage ratio. We are also required to maintain a maximum capitalization ratio (65%), as defined. A significant non-cash impairment charge associated with goodwill and other intangible assets could have an adverse impact on our ability to satisfy this financial ratio, unless we obtain an amendment or waiver of our amended credit agreement.

In addition, the indenture for the floating rate and 7% senior unsecured notes contains a debt incurrence restriction based on a minimum fixed charge coverage ratio (2:1), and the mortgage facility contains covenants regarding maximum cash flow leverage and minimum interest coverage.

Covenants related to the 9% senior unsecured notes were substantially eliminated as a result of the successful completion of the consent solicitation performed in April 2006.

Our failure to comply with the covenants contained in our debt agreements could permit acceleration of all of our indebtedness. Our debt agreements have cross-default provisions that trigger a default in the event of an uncured default under other material indebtedness of AutoNation. As of March 31, 2008, we were in compliance with the requirements of all applicable financial and operating covenants.

In the event of a downgrade in our credit ratings, none of the covenants described above would be impacted. In addition, availability under the amended credit agreement described above would not be impacted should a downgrade in the senior unsecured debt credit ratings occur. Certain covenants in the indenture for the floating rate and 7% senior unsecured notes would be eliminated with an upgrade of our senior unsecured notes to investment grade by either Standard & Poor's or Moody's Investors Services.

**6. INCOME TAXES**

Income taxes refundable included in Accounts Receivable totaled \$17.7 million at March 31, 2008, and \$21.9 million at December 31, 2007.

We file income tax returns in the U.S. federal jurisdiction and various states. As a matter of course, various taxing authorities, including the IRS, regularly audit us. Currently, the IRS is auditing the tax years from 2002 to 2006. These audits may result in proposed assessments where the ultimate resolution may result in our owing additional taxes. We believe that our tax positions comply with applicable tax law and that we have adequately provided for these matters.

We adopted the provisions of FASB Financial Interpretation No. 48 (FIN 48) on January 1, 2007. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure, and transition. As a result of the implementation of FIN 48, we recognized an increase of approximately \$2.0 million (net of tax effect) in the liability for unrecognized tax benefits which was accounted for as a reduction to the January 1, 2007 balance of retained earnings. It is our continuing policy to account for interest and penalties associated with income tax obligations as a component of income tax expense.

We recognized \$5.1 million (net of tax effect) during the three months ended March 31, 2007, related to the resolution of certain tax matters and other adjustments.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. SHAREHOLDERS EQUITY**

We repurchased 1.9 million shares of our common stock for an aggregate purchase price of \$27.8 million (average purchase price per share of \$14.84) during the three months ended March 31, 2008. As of March 31, 2008, \$168.9 million remained available for share repurchases under the existing repurchase program approved by our Board of Directors. Future share repurchases are subject to limitations contained in the indenture relating to our senior unsecured notes. As of April 1, 2008, approximately \$32 million remained available for share repurchases and other restricted payments under the indenture relating to our senior unsecured notes.

We issued 0.1 million shares of common stock in connection with the exercise of stock options during the three months ended March 31, 2008, and 5.3 million shares during the three months ended March 31, 2007. The proceeds from the exercise of stock options were \$1.0 million (average exercise price per share of \$10.68) during the three months ended March 31, 2008, and \$76.1 million (average exercise price per share of \$14.40) during the three months ended March 31, 2007.

**8. EARNINGS (LOSS) PER SHARE**

Basic earnings (loss) per share are computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share are based on the combined weighted-average number of common shares and common share equivalents outstanding, which includes, where appropriate, the assumed exercise of dilutive options.

The computation of weighted-average common and common equivalent shares used in the calculation of basic and diluted earnings per share is as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Weighted average shares outstanding used in calculating basic earnings per share	180.0	208.1
Effect of dilutive options	0.6	2.6
Weighted average common and common equivalent shares used in calculating diluted earnings per share	180.6	210.7

We had approximately 13.7 million stock options outstanding at March 31, 2008, and 14.1 million stock options outstanding at March 31, 2007, of which 9.1 million at March 31, 2008, and 4.5 million at March 31, 2007, have been excluded from the computation of diluted earnings per share since they are anti-dilutive.

**9. STOCK OPTIONS**

We have stock option plans under which options to purchase shares of common stock may be granted to our key employees and directors. Upon exercise, shares of common stock are issued from our treasury stock. Options granted under the plans that have been approved by stockholders (all plans other than the 2008 Plan referenced in the next paragraph) are non-qualified and are granted at a price equal to or above the closing price of our common stock on the trading day immediately prior to the date of grant. Generally, employee stock options have a term of 10 years from the date of grant and vest in increments of 25% per year over a four-year period on the yearly anniversary of the grant date. Director stock options have a term of 10 years from the date of grant and vest immediately upon grant.

On March 14, 2008, our Board of Directors, upon the recommendation of its Compensation Committee, approved a new employee equity and incentive plan ( 2008 Plan ), which is subject to approval by our stockholders at our Annual Meeting of Stockholders to be held on May 7, 2008. The 2008 Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, and other stock-based and cash-based awards. The

maximum number of our shares reserved for issuance under the 2008 Plan will be 12.0 million shares, provided that no more than 2.0 million shares will be issued pursuant to the grant of awards, other than options or stock appreciation rights, that are settled in shares. Under the 2008 Plan, options and stock appreciation rights will be granted at a price equal to or above the closing price of our common stock on the date such awards are granted, or if the date of grant is not a trading day, on the next trading day. If our stockholders do not approve the 2008 Plan by March 14, 2009, any awards granted under the 2008 Plan will be null and void. No awards have been granted under the 2008 Plan as of March 31, 2008.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

The following table summarizes the compensation expense (included in Selling, General and Administrative expenses in the 2008 and 2007 Unaudited Condensed Consolidated Income Statement) attributable to stock options granted or vested subsequent to December 31, 2005:

	<b>Three Months</b>	
	<b>Ended</b>	
	<b>March 31,</b>	
	<b>2008</b>	<b>2007</b>
Pre-tax expense	\$ 3.8	\$ 3.0
After-tax expense	\$ 2.3	\$ 1.9

A summary of stock option activity is as follows for the three months ended March 31, 2008:

	<b>Shares</b>	<b>Weighted-Average</b>	<b>Weighted-Average</b>	<b>Contractual</b>	<b>Aggregate</b>
	<b>(in</b>	<b>Exercise Price</b>	<b>Remaining</b>	<b>Term</b>	<b>Intrinsic</b>
	<b>millions)</b>	<b></b>	<b>(Years)</b>	<b>(in millions)</b>	<b>Value</b>
Options outstanding at January 1	14.2	\$ 16.68			
Granted	0.1	\$ 15.66			
Exercised	(0.1)	\$ 10.68			
Forfeited	(0.2)	\$ 19.68			
Expired	(0.3)	\$ 19.37			
Options outstanding at March 31	13.7	\$ 16.59	5.9	\$	16.4
Options exercisable at March 31	9.0	\$ 14.90	4.6	\$	16.4
Options available for future grants at March 31	1.7*				

\* Options available for future grants at March 31 do not include options or other awards that may be granted under the 2008 Plan discussed above.

The total intrinsic value (which equals the spread between the market value of the stock and the exercise price) of stock options exercised was \$0.2 million during the three months ended March 31, 2008, and \$41.1 million during the three months ended March 31, 2007. As of March 31, 2008, there was \$26.9 million of total unrecognized compensation cost related to non-vested stock options, which is expected to be recognized over a period of four years.

**10. COMPREHENSIVE INCOME**

Comprehensive income is as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Net income	\$ 50.7	\$ 77.6
Other comprehensive income	0.1	0.2
Comprehensive income	\$ 50.8	\$ 77.8

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

**11. ACQUISITIONS**

We acquired one automotive retail franchise and related assets during the three months ended March 31, 2008 for \$29.4 million. We did not acquire any automotive retail franchises during the three months ended March 31, 2007. Acquisitions are included in the Unaudited Condensed Consolidated Financial Statements from the date of acquisition. The purchase price allocation for the business combination for the three months ended March 31, 2008, is tentative and subject to final adjustment.

Responsibility for the vehicle floorplan payable is assumed by us in acquisition transactions. Typically, we refinance the vehicle floorplan payable in which case the initial refinancing is accounted for as a vehicle floorplan payable-non-trade.

**12. COMMITMENTS AND CONTINGENCIES**

***Legal Proceedings***

We are involved, and will continue to be involved, in numerous legal proceedings arising out of the conduct of our business, including litigation with customers, employment related lawsuits, class actions, purported class actions, and actions brought by governmental authorities.

We are a party to numerous legal proceedings that arose in the conduct of our business. We do not believe that the ultimate resolution of these matters will have a material adverse effect on our results of operations, financial condition, or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our financial condition, results of operations, and cash flows.

***Other Matters***

AutoNation, acting through its subsidiaries, is the lessee under many real estate leases that provide for the use by our subsidiaries of their respective dealership premises. Pursuant to these leases, our subsidiaries generally agree to indemnify the lessor and other related parties from certain liabilities arising as a result of the use of the leased premises, including environmental liabilities, or a breach of the lease by the lessee. Additionally, from time to time, we enter into agreements with third parties in connection with the sale of assets or businesses in which we agree to indemnify the purchaser or related parties from certain liabilities or costs arising in connection with the assets or business. Also, in the ordinary course of business in connection with purchases or sales of goods and services, we enter into agreements that may contain indemnification provisions. In the event that an indemnification claim is asserted, liability would be limited by the terms of the applicable agreement.

From time to time, primarily in connection with dispositions of automotive stores, our subsidiaries assign or sublet to the dealership purchaser the subsidiaries' interests in any real property leases associated with such stores. In general, our subsidiaries retain responsibility for the performance of certain obligations under such leases to the extent that the assignee or sublessee does not perform, whether such performance is required prior to or following the assignment or subletting of the lease. Additionally, AutoNation and its subsidiaries generally remain subject to the terms of any guarantees made by us and our subsidiaries in connection with such leases. Although we generally have indemnification rights against the assignee or sublessee in the event of non-performance under these leases, as well as certain defenses, we estimate that lessee rental payment obligations during the remaining terms of these leases are approximately \$92 million at March 31, 2008. Our exposure under these leases is difficult to estimate and there can be no assurance that any performance of AutoNation or its subsidiaries required under these leases would not have a material adverse effect on our business, financial condition, and cash flows.

At March 31, 2008, surety bonds, letters of credit, and cash deposits totaled \$112.4 million, including \$78.8 million of letters of credit. In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance. We do not currently provide cash collateral for outstanding letters of credit.

In the ordinary course of business, we are subject to numerous laws and regulations, including automotive, environmental, health and safety, and other laws and regulations. We do not anticipate that the costs of such



compliance will have a material adverse effect on our business, consolidated results of operations, cash flows, or financial condition, although such outcome is possible given the nature of our operations and the extensive legal and regulatory framework applicable to our business. We do not have any material known environmental commitments or contingencies.

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**AUTONATION, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

**13. DISCONTINUED OPERATIONS**

Discontinued operations are related to stores that were sold, that we have entered into an agreement to sell, or for which we otherwise deem a proposed sales transaction to be probable, with no material changes expected. Generally, the sale of a store is completed within 60 to 90 days after the date of a sale agreement. The accompanying Unaudited Condensed Consolidated Financial Statements for all the periods presented have been adjusted to classify these stores as discontinued operations. Selected income statement data for our discontinued operations is as follows:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2008</b>	<b>2007</b>
Total revenue	\$ 41.1	\$ 150.4
Pre-tax loss from discontinued operations	\$ (1.7)	\$ (1.0)
Pre-tax gain (loss) on disposal of discontinued operations	1.0	(1.5)
	(0.7)	(2.5)
Income tax expense	4.3	2.4
Loss from discontinued operations, net of income taxes	\$ (5.0)	\$ (4.9)

A summary of the total assets and liabilities of discontinued operations included in Other Current Assets and Other Current Liabilities is as follows:

	<b>March</b>	<b>December</b>
	<b>31,</b>	<b>31,</b>
	<b>2008</b>	<b>2007</b>
Inventory	\$ 37.3	\$ 48.0
Other current assets	7.3	10.2
Property and equipment, net	24.3	29.1
Goodwill	24.3	28.5
Other non-current assets	0.1	0.1
Total assets	\$ 93.3	\$ 115.9
Vehicle floorplan payable-trade	\$ 23.8	\$ 33.3
Vehicle floorplan payable-non-trade	11.2	11.2
Other current liabilities	6.4	6.3
Total liabilities	\$ 41.4	\$ 50.8

Responsibility for our vehicle floorplan payable at the time of divestiture is assumed by the buyer. Cash received from business divestitures is net of vehicle floorplan payable assumed by the buyer.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and notes thereto included under Item 1. In addition, reference should be made to our audited consolidated financial statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our most recent Annual Report on Form 10-K.

Certain amounts have been reclassified from the previously reported financial statements to conform to the financial statement presentation of the current period.

**Overview**

AutoNation, Inc., through its subsidiaries, is the largest automotive retailer in the United States. As of March 31, 2008, we owned and operated 321 new vehicle franchises from 243 dealerships located in major metropolitan markets, predominantly in the Sunbelt region of the United States. Our stores, which we believe include some of the most recognizable and well known in our key markets, sell 38 different brands of new vehicles. The core brands of vehicles that we sell, representing approximately 96% of the new vehicles that we sold during the three months ended March 31, 2008, are manufactured by Toyota, Ford, Honda, Nissan, General Motors, Daimler, Chrysler, and BMW.

We operate in a single operating and reporting segment, automotive retailing. We offer a diversified range of automotive products and services, including new vehicles, used vehicles, vehicle maintenance and repair services, vehicle parts, extended service contracts, vehicle protection products, and other aftermarket products. We also arrange financing for vehicle purchases through third-party finance sources. We believe that the significant scale of our operations and the quality of our managerial talent allow us to achieve efficiencies in our key markets by, among other things, leveraging our market brands and advertising, improving asset management, implementing standardized processes, and increasing productivity across all of our stores.

For the three months ended March 31, 2008, new vehicle sales accounted for approximately 55% of our total revenue, but approximately 22% of our total gross margin. Our parts and service and finance and insurance operations, while comprising approximately 20% of total revenue for the three months ended March 31, 2008, contributed approximately 64% of our gross margin for the same period.

We believe that many factors affect sales of new vehicles and automotive retailers' gross profit margins in the United States and in our particular geographic markets, including the economy, inflation, recession or economic slowdown, consumer confidence, housing markets, fuel prices, credit availability, the level of manufacturers' production capacity, manufacturer incentives (and consumers' reaction to such offers), intense industry competition, interest rates, the prospects of war, other international conflicts or terrorist attacks, severe weather conditions, the level of personal discretionary spending, product quality, affordability and innovation, employment/unemployment rates, the number of consumers whose vehicle leases are expiring, and the length of consumer loans on existing vehicles. Changes in interest rates could significantly impact industry new vehicle sales and vehicle affordability, due to the direct relationship between interest rates and monthly loan payments, a critical factor for many vehicle buyers, and the impact interest rates can have on customers' borrowing capacity and disposable income. In periods where there is a decline in the availability of credit, particularly in the sub-prime lending market, the ability of certain consumers to purchase vehicles will be limited, resulting in a decline in sales or profits. Sales of certain new vehicles, particularly larger trucks and sports utility vehicles that historically have provided us with higher gross margins, also are impacted by fuel prices and the level of construction activity.

We had net income from continuing operations of \$55.7 million and diluted earnings per share of \$0.31 during the three months ended March 31, 2008, as compared to net income from continuing operations of \$82.5 million and diluted earnings per share of \$0.39 during the same period in 2007. Results for the three months ended March 31, 2007, included favorable tax adjustments of \$5.1 million, or \$0.02 per share.

Results for the three months ended March 31, 2008, were adversely impacted by a challenging automotive retail environment, which resulted in a decline in vehicle sales and lower gross profit for vehicles sold. The decline in vehicle sales was driven by the current unfavorable economic conditions in the United States, including continued weakness in the housing market, particularly in California, Florida, Nevada, and Arizona, and tightening in the automotive retail credit market.



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During the three months ended March 31, 2008, we repurchased 1.9 million shares of our common stock for an aggregate purchase price of \$27.8 million (average purchase price per share of \$14.84). As of March 31, 2008, \$168.9 million remained available for share repurchases under the existing repurchase program approved by our Board of Directors. Future share repurchases are subject to limitations contained in the indenture relating to our senior unsecured notes. As of April 1, 2008, approximately \$32 million remained available for share repurchases and other restricted payments under the indenture relating to our senior unsecured notes. This amount will increase in future periods by approximately 50% of our cumulative consolidated net income (as defined in the indenture), the net proceeds of stock option exercises, and certain other items, and decrease by the amount of future share repurchases and other restricted payments subject to these limitations. During the three months ended March 31, 2008, 0.1 million shares of our common stock were issued upon the exercise of stock options, resulting in proceeds of \$1.0 million (average per share of \$10.68).

We had a loss from discontinued operations totaling \$5.0 million during the three months ended March 31, 2008, and \$4.9 million during the three months ended March 31, 2007, net of income taxes. Certain amounts reflected in the accompanying Unaudited Condensed Consolidated Financial Statements for the three months ended March 31, 2008 and 2007, have been adjusted to classify the results of these stores as discontinued operations.

**Critical Accounting Policies and Estimates**

We prepare our Unaudited Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis, and we base our estimates on historical experience and various other assumptions we believe to be reasonable. Actual outcomes could differ materially from those estimates in a manner that could have a material effect on our Unaudited Condensed Consolidated Financial Statements. For a complete discussion of our critical and significant accounting policies, please see Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

Goodwill and franchise rights assets are tested for impairment annually or more frequently when events or circumstances indicate that impairment may have occurred. We are subject to financial statement risk to the extent that goodwill, franchise rights assets, or other intangible assets become impaired due to decreases in the fair value of the related underlying business.

The risk of goodwill and franchise rights impairment losses may increase to the extent that our market capitalization and earnings decline. A decrease in our market capitalization, including due to a short-term decrease in our stock price, or a negative long-term performance outlook, could cause the carrying value of our reporting unit to exceed its fair value, which may result in an impairment loss. As of March 31, 2008, we have \$2.8 billion of goodwill and \$323.7 million of franchise rights on our Consolidated Balance Sheet.

The test for goodwill impairment, as defined by Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142), is a two-step approach. In the first step of the impairment test, we are required to determine if the fair value of our single reporting unit is less than its carrying value. If so, we are required to proceed to the second step, which involves an analysis reflecting the allocation of the fair value determined in the first step (as if it was the purchase price in a business combination). This process results in the determination of a new amount of goodwill. The calculated fair value of the goodwill resulting from this allocation would be compared to the carrying value of the goodwill in the reporting unit with the difference reflected as a non-cash impairment loss. The purpose of the second step is only to determine the amount of goodwill that should be recorded on the balance sheet. The recorded amounts of other items on the balance sheet are not adjusted.

The requirements of the goodwill impairment testing process are such that, in our situation, if the first step of the impairment testing process indicates that the fair value of the reporting unit is below its carrying value (even by a relatively small amount), the requirements of the second step of the test would result in a significant decrease in the amount of goodwill recorded on the balance sheet.

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This is due to the fact that, prior to our adoption on July 1, 2001, of Statement of Financial Accounting Standards No. 141, *Business Combinations*, and in accordance with applicable accounting standards, we did not separately identify franchise rights associated with the acquisition of dealerships as separate intangible assets. In performing the second step, we are required by SFAS No. 142 to assign value to any previously unrecognized identifiable intangible assets (including such franchise rights, which are substantial) even though such amounts are not separately identified on our Consolidated Balance Sheet. Due to the fact that we would be required to allocate significant value to these franchise rights assets for purpose of conducting the second step of the impairment testing, but we would not be permitted to record the franchise rights assets on the balance sheet, the remaining fair value that would be allocated to goodwill would be significantly reduced. In effect, we will be required by the second step of the impairment testing under SFAS No. 142 to reduce our goodwill by the amount of these previously unrecognized franchise rights assets, which are substantial (in addition to other adjustments to goodwill resulting from the impairment testing).

Accordingly, if in future periods we are required to apply the second step of the impairment test, we believe that we would incur a significant non-cash impairment charge related to goodwill, which would likely have a material adverse impact on our Consolidated Financial Statements. A significant non-cash impairment charge, unless we obtain an amendment or waiver of our debt agreements, could also have an adverse impact on our ability to satisfy the financial ratios or other covenants under our debt and other agreements.

**Table of Contents****Reported Operating Data**

Historical operating results include the results of acquired businesses from the date of acquisition.

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
Revenue:				
New vehicle	\$ 2,198.8	\$ 2,423.5	\$ (224.7)	(9.3)
Used vehicle	983.4	1,068.3	(84.9)	(7.9)
Parts and service	654.6	644.7	9.9	1.5
Finance and insurance, net	145.0	146.3	(1.3)	(0.9)
Other	17.6	17.1	0.5	
Total revenue	\$ 3,999.4	\$ 4,299.9	\$ (300.5)	(7.0)
Gross profit:				
New vehicle	\$ 146.0	\$ 176.9	\$ (30.9)	(17.5)
Used vehicle	84.1	102.8	(18.7)	(18.2)
Parts and service	284.0	281.4	2.6	0.9
Finance and insurance	145.0	146.3	(1.3)	(0.9)
Other	10.1	10.4	(0.3)	
Total gross profit	669.2	717.8	(48.6)	(6.8)
Selling, general, and administrative expenses	498.3	511.2	12.9	2.5
Depreciation and amortization	23.5	20.9	(2.6)	
Other expenses, net	0.3		(0.3)	
Operating income	147.1	185.7	(38.6)	(20.8)
Floorplan interest expense	(25.3)	(31.7)	6.4	
Other interest expense	(26.8)	(26.4)	(0.4)	
Interest income	0.5	0.9	(0.4)	
Other gains (losses), net	(1.8)	0.1	(1.9)	
Income from continuing operations before income taxes	\$ 93.7	\$ 128.6	\$ (34.9)	(27.1)
Retail vehicle unit sales:				
New vehicle	71,673	78,114	(6,441)	(8.2)
Used vehicle	50,863	52,889	(2,026)	(3.8)
	122,536	131,003	(8,467)	(6.5)
Revenue per vehicle retailed:				
New vehicle	\$ 30,678	\$ 31,025	\$ (347)	(1.1)
Used vehicle	\$ 16,057	\$ 16,302	\$ (245)	(1.5)

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Gross profit per vehicle retailed:

New vehicle	\$ 2,037	\$ 2,265	\$ (228)	(10.1)
Used vehicle	\$ 1,661	\$ 1,891	\$ (230)	(12.2)
Finance and insurance	\$ 1,183	\$ 1,117	\$ 66	5.9

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	<b>Three Months Ended March 31,</b>	
	<b>2008 (%)</b>	<b>2007 (%)</b>
Revenue mix percentages:		
New vehicle	55.0	56.4
Used vehicle	24.6	24.8
Parts and service	16.4	15.0
Finance and insurance, net	3.6	3.4
Other	0.4	0.4
<b>Total</b>	<b>100.0</b>	<b>100.0</b>
Gross profit mix percentages:		
New vehicle	21.8	24.6
Used vehicle	12.6	14.3
Parts and service	42.4	39.2
Finance and insurance	21.7	20.4
Other	1.5	1.5
<b>Total</b>	<b>100.0</b>	<b>100.0</b>
Operating items as a percentage of revenue:		
Gross profit:		
New vehicle	6.6	7.3
Used vehicle retail	10.3	11.6
Parts and service	43.4	43.6
<b>Total</b>	<b>16.7</b>	<b>16.7</b>
Selling, general, and administrative expenses	12.5	11.9
Operating income	3.7	4.3
Operating items as a percentage of total gross profit:		
Selling, general, and administrative expenses	74.5	71.2
Operating income	22.0	25.9

	<b>March 31, 2008</b>	<b>March 31, 2007</b>
Days supply:		
New vehicle (industry standard of selling days, including fleet)	57 days	52 days
Used vehicle (trailing 30 days)	40 days	38 days

The following table details net inventory carrying cost, consisting of floorplan interest expense, net of floorplan assistance earned (amounts received from manufacturers specifically to support store financing of inventory). Floorplan assistance is accounted for as a component of new vehicle gross profit.

	<b>Three Months Ended March 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>Variance</b>
(\$ in millions)			
Floorplan assistance	\$ 21.0	\$ 24.1	\$ (3.1)

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Floorplan interest expense	(25.3)	(31.7)	6.4
Net inventory carrying cost	\$ (4.3)	\$ (7.6)	\$ 3.3

**Table of Contents****Same Store Operating Data**

We have presented below our operating results on a same store basis to reflect our internal performance. The Same Store amounts presented below include the results of dealerships for the identical months in each period presented in the comparison, commencing with the first full month in which the dealership was owned by us.

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
Revenue:				
New vehicle	\$ 2,188.2	\$ 2,423.5	\$ (235.3)	(9.7)
Used vehicle	976.8	1,067.7	(90.9)	(8.5)
Parts and service	649.9	644.7	5.2	0.8
Finance and insurance, net	144.4	146.3	(1.9)	(1.3)
Other	6.5	7.0	(0.5)	
<b>Total revenue</b>	<b>\$ 3,965.8</b>	<b>\$ 4,289.2</b>	<b>\$ (323.4)</b>	<b>(7.5)</b>
Gross profit:				
New vehicle	\$ 145.1	\$ 176.8	\$ (31.7)	(17.9)
Used vehicle	83.1	102.3	(19.2)	(18.8)
Parts and service	281.4	280.8	0.6	0.2
Finance and insurance	144.4	146.3	(1.9)	(1.3)
Other	6.4	6.7	(0.3)	
<b>Total gross profit</b>	<b>660.4</b>	<b>712.9</b>	<b>(52.5)</b>	<b>(7.4)</b>
Retail vehicle unit sales:				
New vehicle	71,395	78,114	(6,719)	(8.6)
Used vehicle	50,616	52,889	(2,273)	(4.3)
	122,011	131,003	(8,992)	(6.9)
Revenue per vehicle retailed:				
New vehicle	\$ 30,649	\$ 31,025	\$ (376)	(1.2)
Used vehicle	\$ 16,036	\$ 16,302	\$ (266)	(1.6)
Gross profit per vehicle retailed:				
New vehicle	\$ 2,032	\$ 2,263	\$ (231)	(10.2)
Used vehicle	\$ 1,658	\$ 1,891	\$ (233)	(12.3)
Finance and insurance	\$ 1,183	\$ 1,117	\$ 66	5.9

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	<b>Three Months Ended March 31,</b>	
	<b>2008 (%)</b>	<b>2007 (%)</b>
Revenue mix percentages:		
New vehicle	55.2	56.5
Used vehicle	24.6	24.9
Parts and service	16.4	15.0
Finance and insurance, net	3.6	3.4
Other	0.2	0.2
<b>Total</b>	<b>100.0</b>	<b>100.0</b>
Gross profit mix percentages:		
New vehicle	22.0	24.8
Used vehicle	12.6	14.3
Parts and service	42.6	39.4
Finance and insurance	21.9	20.5
Other	0.9	1.0
<b>Total</b>	<b>100.0</b>	<b>100.0</b>
Operating items as a percentage of revenue:		
Gross profit:		
New vehicle	6.6	7.3
Used vehicle retail	10.3	11.6
Parts and service	43.3	43.6
<b>Total</b>	<b>16.7</b>	<b>16.6</b>

**Table of Contents****New Vehicle**

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Reported:</b>				
Revenue	\$ 2,198.8	\$ 2,423.5	\$ (224.7)	(9.3)
Gross profit	\$ 146.0	\$ 176.9	\$ (30.9)	(17.5)
Retail vehicle unit sales	71,673	78,114	(6,441)	(8.2)
Revenue per vehicle retailed	\$ 30,678	\$ 31,025	\$ (347)	(1.1)
Gross profit per vehicle retailed	\$ 2,037	\$ 2,265	\$ (228)	(10.1)
Gross profit as a percentage of revenue	6.6%	7.3%		
Days supply (industry standard of selling days, including fleet)	57 days	52 days		

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Same Store:</b>				
Revenue	\$ 2,188.2	\$ 2,423.5	\$ (235.3)	(9.7)
Gross profit	\$ 145.1	\$ 176.8	\$ (31.7)	(17.9)
Retail vehicle unit sales	71,395	78,114	(6,719)	(8.6)
Revenue per vehicle retailed	\$ 30,649	\$ 31,025	\$ (376)	(1.2)
Gross profit per vehicle retailed	\$ 2,032	\$ 2,263	\$ (231)	(10.2)
Gross profit as a percentage of revenue	6.6%	7.3%		

Same store new vehicle revenue decreased \$235.3 million or 9.7% for the three months ended March 31, 2008, as compared to the same period in 2007, primarily as a result of a continued challenging automotive retail environment, which resulted in decreased same store unit volume. Same store revenue per new vehicle retailed decreased 1.2% during the three months ended March 31, 2008, as compared to the same period in 2007. We believe these results were driven by the current unfavorable economic conditions in the United States, including continued weakness in the housing market, particularly in California, Florida, Nevada, and Arizona, and tightening in the automotive retail credit market. To the extent that we continue to see unfavorable economic conditions, we anticipate that the automotive retail market will remain challenging in 2008. Accordingly, we expect the decline in our sales to continue in 2008.

Same store gross profit per new vehicle retailed decreased 10.2% during the three months ended March 31, 2008, as compared to the same period in 2007, primarily as a result of a competitive retail environment, resulting in pricing pressures across all brand product lines, and the tightening in the automotive retail credit market.

Our new vehicle inventories were \$1.9 billion or 57 days supply at March 31, 2008, as compared to new vehicle inventories of \$1.8 billion or 52 days supply at December 31, 2007 and \$1.7 billion or 52 days at March 31, 2007.

The following table details net inventory carrying cost, consisting of floorplan interest expense, net of floorplan assistance earned (amounts received from manufacturers specifically to support store financing of inventory). Floorplan assistance is accounted for as a component of new vehicle gross profit.

(\$ in millions)	Three Months Ended March 31,		
	2008	2007	Variance
Floorplan assistance	\$ 21.0	\$ 24.1	\$ (3.1)

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Floorplan interest expense	(25.3)	(31.7)	6.4
Net inventory carrying cost	\$ (4.3)	\$ (7.6)	\$ 3.3

The net inventory carrying cost (floorplan interest expense net of floorplan assistance from manufacturers) for the three months ended March 31, 2008, decreased \$3.3 million, as compared to the same period in 2007, primarily as a result of a decrease in floorplan interest expense due to lower floorplan interest rates, partially offset by a decrease in floorplan assistance due to lower new vehicle sales.

**Table of Contents***Used Vehicle*

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Reported:</b>				
Retail revenue	\$ 816.7	\$ 862.2	\$ (45.5)	(5.3)
Wholesale revenue	166.7	206.1	(39.4)	(19.1)
Total revenue	\$ 983.4	\$ 1,068.3	\$ (84.9)	(7.9)
Retail gross profit	\$ 84.5	\$ 100.0	\$ (15.5)	(15.5)
Wholesale gross profit	(0.4)	2.8	(3.2)	
Total gross profit	\$ 84.1	\$ 102.8	\$ (18.7)	(18.2)
Retail vehicle unit sales	50,863	52,889	(2,026)	(3.8)
Revenue per vehicle retailed	\$ 16,057	\$ 16,302	\$ (245)	(1.5)
Gross profit per vehicle retailed	\$ 1,661	\$ 1,891	\$ (230)	(12.2)
Gross profit as a percentage of retail revenue	10.3%	11.6%		
Days supply (trailing 30 days)	40 days	38 days		

	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Same Store:</b>				
Retail revenue	\$ 811.7	\$ 862.2	\$ (50.5)	(5.9)
Wholesale revenue	165.1	205.5	(40.4)	(19.7)
Total revenue	\$ 976.8	\$ 1,067.7	\$ (90.9)	(8.5)
Retail gross profit	\$ 83.9	\$ 100.0	\$ (16.1)	(16.1)
Wholesale gross profit	(0.8)	2.3	(3.1)	
Total gross profit	\$ 83.1	\$ 102.3	\$ (19.2)	(18.8)
Retail vehicle unit sales	50,616	52,889	(2,273)	(4.3)
Revenue per vehicle retailed	\$ 16,036	\$ 16,302	\$ (266)	(1.6)
Gross profit per vehicle retailed	\$ 1,658	\$ 1,891	\$ (233)	(12.3)
Gross profit as a percentage of retail revenue	10.3%	11.6%		

Same store retail used vehicle revenue decreased \$50.5 million or 5.9% for the three months ended March 31, 2008, as compared to the same period in 2007, primarily as a result of a decrease in same store unit volume. Same store unit volume decreased as a result of a challenging retail environment. The decrease in used vehicle sales volumes was driven in part by a decrease in trade-in volume associated with new vehicle sales. Additionally, our results were impacted by the tightening in the automotive retail credit market. To the extent that we continue to see unfavorable economic conditions, we anticipate that the automotive retail market will remain challenging in 2008.

Same store gross profit per used vehicle retailed decreased 12.3% during the three months ended March 31, 2008, as compared to the same period in 2007, primarily as a result of a competitive retail environment, resulting in pricing pressures across all brand product lines, and the tightening in the automotive retail credit market.

Used vehicle inventories were \$319.7 million or 40 days supply at March 31, 2008, compared to \$310.5 million or 44 days supply at December 31, 2007 and \$334.3 million or 38 days at March 31, 2007.



**Table of Contents****Parts and Service**

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Reported:</b>				
Revenue	\$ 654.6	\$ 644.7	\$ 9.9	1.5
Gross profit	\$ 284.0	\$ 281.4	\$ 2.6	0.9
Gross profit as a percentage of revenue	43.4%	43.6%		
<b>Same Store:</b>				
Revenue	\$ 649.9	\$ 644.7	\$ 5.2	0.8
Gross profit	\$ 281.4	\$ 280.8	\$ 0.6	0.2
Gross profit as a percentage of revenue	43.3%	43.6%		

Parts and service revenue is primarily derived from vehicle repairs paid directly by customers or via reimbursement from manufacturers and others under warranty programs.

Same store parts and service revenue increased \$5.2 million or 0.8% during the three months ended March 31, 2008, as compared to the same period in 2007, due primarily to a \$5.3 million increase in customer-paid revenue for parts and service, a \$1.4 million increase in wholesale parts sales, and smaller increases in other parts and service revenues, such as retail parts sales. Partially offsetting these increases were a \$2.2 million decrease in warranty revenue and a \$1.0 million decrease in revenues associated with the preparation of vehicles for sale. Warranty declines were driven in part by improved quality of vehicles manufactured in recent years, as well as changes to certain manufacturers warranty and prepaid service programs and lower vehicle sales volume. The improvements to customer-paid business are attributable to our service drive process, maintenance menu, and service marketing program, as well as our pricing models and training programs. Additionally, during the three months ended March 31, 2008, we experienced a 2.5% increase in parts and service revenues and a 1.4% increase in gross profit related to volume imports and premium luxury vehicles, as compared to 1.0% decrease in revenues and a 2.0% decrease in gross profit related to parts and service for domestic vehicles.

**Table of Contents****Finance and Insurance**

(\$ in millions, except per vehicle data)	Three Months Ended March 31,			
	2008	2007	Variance Favorable/ (Unfavorable)	% Variance
<b>Reported:</b>				
Revenue and gross profit	\$ 145.0	\$ 146.3	\$ (1.3)	(0.9)
Gross profit per vehicle retailed	\$ 1,183	\$ 1,117	\$ 66	5.9
<b>Same Store:</b>				
Revenue and gross profit	\$ 144.4	\$ 146.3	\$ (1.9)	(1.3)
Gross profit per per vehicle retailed	\$ 1,183	\$ 1,117	\$ 66	5.9

Same store finance and insurance revenue and gross profit decreased \$1.9 million or 1.3% during the three months ended March 31, 2008, as compared to the same period in 2007, due to lower new and used sales volumes, partially offset by an increase in finance and insurance revenue and gross profit per vehicle retailed. Increased same store finance and insurance revenue and gross profit per vehicle retailed was driven by an increase in finance and insurance products sold per customer and our continued emphasis on training and certification of store associates, particularly in third and fourth quartile stores, and on maximizing our preferred lender relationships. Same store finance and insurance revenue and gross profit per vehicle retailed was impacted by an increase in retrospective commissions received on extended service contracts of \$1.2 million during the three months ended March 31, 2008.

**Table of Contents****Operating Expenses*****Selling, General, and Administrative Expenses***

During the three months ended March 31, 2008, selling, general, and administrative expenses decreased \$12.9 million or 2.5%. As a percentage of total gross profit, selling, general, and administrative expenses increased to 74.5% for the three months ended March 31, 2008, from 71.2% for the three months ended March 31, 2007, resulting from a deleveraging of our cost structure due to the decline in vehicle sales. Decreases in selling, general, and administrative expenses during the three months ended March 31, 2008, are primarily due to an \$11.0 million decrease in compensation expense, a \$3.8 million decrease in gross advertising expenditures, and a \$0.8 million increase in advertising reimbursements from manufacturers.

**Non-Operating Income (Expense)*****Floorplan Interest Expense***

Floorplan interest expense was \$25.3 million for the three months ended March 31, 2008, and \$31.7 million for the three months ended March 31, 2007. The \$6.4 million decrease in floorplan interest expense for the three months ended March 31, 2008, as compared to the same period in 2007, is primarily the result of lower short-term LIBOR interest rates during the three months ended March 31, 2008.

***Other Interest Expense***

Other interest expense was incurred primarily on borrowings under our term loan facility, mortgage facility, revolving credit facility, and outstanding senior unsecured notes. Other interest expense was \$26.8 million for the three months ended March 31, 2008, and \$26.4 million for the three months ended March 31, 2007.

The increase in other interest expense of \$0.4 million in 2008, as compared to 2007, is due to a \$4.0 million increase in interest expense related to higher levels of debt associated with our mortgage facility, our revolving credit facility, and other indebtedness. Partially offsetting these increases was a \$3.6 million reduction in interest expense resulting from lower interest rates on our term loan facility, mortgage facility, and floating rate senior notes.

***Provision for (Benefit from) Income Taxes***

Our effective income tax rate was 40.6% for the three months ended March 31, 2008, and 35.8% for the three months ended March 31, 2007. We recognized \$5.1 million (net of tax effect) during the three months ended March 31, 2007, related to the resolution of certain tax matters and other adjustments. Income taxes are provided based upon our anticipated underlying annual blended federal and state income tax rates adjusted, as necessary, for any other tax matters occurring during the period. As we operate in various states, our effective tax rate is also dependent upon our geographic revenue mix. We expect our underlying tax rate to be approximately 40% on an ongoing basis, excluding the impact of any potential tax adjustments in the future.

**Liquidity and Capital Resources**

We believe that our funds generated through future operations and availability of borrowings under our secured floorplan facilities (for new vehicles) and revolving credit facility will be sufficient to service our debt and fund our working capital requirements, pay our tax obligations and commitments and contingencies, and meet any seasonal operating requirements for the foreseeable future. For information regarding compliance with our covenants, refer to the discussion under the heading **Restrictions and Covenants** below. At March 31, 2008, unused availability under our revolving credit facility was \$436.2 million.

At March 31, 2008, we had \$34.4 million of unrestricted cash and cash equivalents. In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance. At March 31, 2008, surety bonds, letters of credit, and cash deposits totaled \$112.4 million, including \$78.8 million of letters of credit. We do not currently provide cash collateral for outstanding letters of credit.

See the table at the beginning of Note 5, Notes Payable and Long-Term Debt, of the Notes to Unaudited Condensed Consolidated Financial Statements for the amounts of our notes payable and long-term debt as of March 31, 2008, and December 31, 2007.

**Table of Contents*****Senior Unsecured Notes and Credit Agreement***

We have \$300.0 million of floating rate senior unsecured notes due April 15, 2013, and \$300.0 million of 7% senior unsecured notes due April 15, 2014, in each case at par. The floating rate senior unsecured notes bear interest at a rate equal to three-month LIBOR plus 2.0% per annum, adjusted quarterly, and may be redeemed by us on or after April 15, 2008, at a premium. The 7% senior unsecured notes may also be redeemed by us on or after April 15, 2009, at a premium.

Under our amended credit agreement which terminates on July 18, 2012, we have a \$700.0 million revolving credit facility that provides for various interest rates on borrowings generally at LIBOR plus 0.725% and a \$600.0 million term loan facility bearing interest at a rate equal to LIBOR plus 0.875%. We also have a letter of credit sublimit as part of our revolving credit facility. The amount available to be borrowed under the revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit, which was \$78.8 million at March 31, 2008. We had borrowings outstanding under the revolving credit facility of \$185.0 million at March 31, 2008, leaving \$436.2 million of borrowing capacity at March 31, 2008.

The credit spread charged for the revolving credit facility and term loan facility is impacted by our senior unsecured credit ratings from Standard and Poor's (BB+, with negative outlook) and Moody's (Ba2, with stable outlook). For instance, under the current terms of our amended credit agreement, a one-notch downgrade of our senior unsecured credit rating by either Standard and Poor's or Moody's would result in a 20 basis point increase in the credit spread under our revolving credit facility and a 25 basis point increase in the credit spread under our term loan facility. On November 29, 2007, Standard and Poor's Rating Services revised its outlook for AutoNation to negative from stable, indicating concerns that our results in 2008 could be pressured by lower vehicle sales, particularly in our California and Florida markets. Credit ratings could be lowered if new vehicle demand worsens significantly, threatening our earnings and cash flow, or if we increase our financial leverage through acquisitions or share repurchases. The outlook could be revised back to stable if market demand returns in the near term or if we demonstrate our ability to maintain reasonable profitability, cash flow, and leverage measures despite the ongoing revenue pressures.

***Other Debt***

At March 31, 2008, we had \$14.1 million of 9% senior unsecured notes due August 1, 2008. The 9% senior unsecured notes are guaranteed by substantially all of our subsidiaries.

At March 31, 2008, we had \$238.1 million outstanding under a mortgage facility with an automotive manufacturer's captive finance subsidiary. The mortgage facility was refinanced under a new facility in November 2007 to provide a fixed interest rate (5.864%) and provide financing secured by 10-year mortgages on certain of our store properties. Prior to this refinancing, the facility utilized short-term LIBOR-based interest rates, which averaged 6.7% for the three months ended March 31, 2007.

Vehicle floorplan payable-trade totaled \$1.8 billion at March 31, 2008, and \$1.7 billion at December 31, 2007. Vehicle floorplan payable-trade reflects amounts borrowed to finance the purchase of specific vehicle inventories with manufacturers' captive finance subsidiaries. Vehicle floorplan payable-non-trade totaled \$412.5 million at March 31, 2008, and \$452.7 million at December 31, 2007, and represents amounts payable borrowed to finance the purchase of specific vehicle inventories with non-trade lenders. All the floorplan facilities are at one-month LIBOR-based rates of interest. Secured floorplan facilities are used to finance new vehicle inventories and the amounts outstanding thereunder are due on demand, but are generally paid within several business days after the related vehicles are sold. Floorplan facilities are primarily collateralized by new vehicle inventories and related receivables. Our manufacturer agreements generally require that the manufacturer have the ability to draft against the floorplan facilities so that the lender directly funds the manufacturer for the purchase of inventory.

***Share Repurchases and Dividends***

During the three months ended March 31, 2008, we repurchased 1.9 million shares of our common stock for an aggregate purchase price of \$27.8 million (average purchase price per share of \$14.84). As of March 31, 2008, \$168.9 million remained available for share repurchases under the existing repurchase program approved by our Board of Directors.

Future share repurchases are subject to limitations contained in the indenture relating to our floating rate and 7% senior unsecured notes. As of April 1, 2008, approximately \$32 million remained available for share repurchases and other restricted payments under the indenture relating to our senior unsecured notes. This amount will increase in future periods by 50% of our cumulative consolidated net income (as defined in the indenture), the net proceeds of stock option exercises, and certain other items, and decrease by the amount of future share repurchases and other restricted payments subject to these limitations. While we expect to continue repurchasing shares in the future, the decision to make additional share repurchases will be based on such factors as the market price of our common stock versus our view of its intrinsic value, the potential impact on our capital structure, and the expected return on competing uses of capital such as dealership acquisitions, capital investments in our current businesses, or repurchases of our debt.

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We have not declared or paid any cash dividends on our common stock during our three most recent fiscal years. We do not anticipate paying cash dividends in the foreseeable future. The indenture for our floating rate and 7% senior unsecured notes restricts our ability to declare cash dividends.

***Restrictions and Covenants***

Our amended credit agreement, the indenture for our floating rate and 7% senior unsecured notes, our vehicle floorplan payable facilities, and our mortgage facility contain numerous customary financial and operating covenants that place significant restrictions on us, including our ability to incur additional indebtedness or prepay existing indebtedness, to create liens or other encumbrances, to sell (or otherwise dispose of) assets, and to merge or consolidate with other entities.

For example, under the amended credit agreement, we are required to maintain a maximum consolidated leverage ratio, as defined (3.0 times through September 30, 2009, after which it will revert to 2.75 times). In March 2008, we amended our credit agreement to provide that non-cash impairment losses associated with goodwill and intangible assets as well as certain other non-cash charges would be excluded from the computation of the maximum consolidated leverage ratio. We are also required to maintain a maximum capitalization ratio (65%), as defined. A significant non-cash impairment charge associated with goodwill and other intangible assets could have an adverse impact on our ability to satisfy this financial ratio, unless we obtain an amendment or waiver of our amended credit agreement.

In addition, the indenture for the floating rate and 7% senior unsecured notes contains a debt incurrence restriction based on a minimum fixed charge coverage ratio (2:1), and the mortgage facility contains covenants regarding maximum cash flow leverage and minimum interest coverage.

The indenture for our floating rate and 7% senior unsecured notes restricts our ability to make payments in connection with share repurchases, dividends, debt retirement, investments, and similar matters to a cumulative aggregate amount that is limited to \$500.0 million plus 50% of our cumulative consolidated net income (as defined in the indenture) since April 1, 2006, the net proceeds of stock option exercises, and certain other items, subject to certain exceptions and conditions set forth in the indenture.

Covenants related to the 9% senior unsecured notes were substantially eliminated as a result of the successful completion of the consent solicitation performed in April 2006.

Our failure to comply with the covenants contained in our debt agreements could permit acceleration of all of our indebtedness. Our debt agreements have cross-default provisions that trigger a default in the event of an uncured default under other material indebtedness of AutoNation. As of March 31, 2008, we were in compliance with the requirements of all applicable financial and operating covenants.

In the event of a downgrade in our credit ratings, none of the covenants described above would be impacted. In addition, availability under the amended credit agreement described above would not be impacted should a downgrade in the senior unsecured debt credit ratings occur. Certain covenants in the indenture for the floating rate and 7% senior unsecured notes would be eliminated with an upgrade of our senior unsecured notes to investment grade by either Standard & Poor's or Moody's Investors Services.

***Cash Flows***

Cash and cash equivalents increased by \$1.4 million during the three months ended March 31, 2008, and decreased by \$8.8 million during the three months ended March 31, 2007. The major components of these changes are discussed below.

**Table of Contents*****Cash Flows Operating Activities***

Net cash provided by operating activities was \$191.9 million during the three months ended March 31, 2008, as compared to \$103.2 million during the same period in 2007.

Net cash provided by operating activities during the three months ended March 31, 2007, was affected by a change in the classification of borrowings from a floorplan lender, in connection with the sale of a majority stake in General Motors Acceptance Corporation ( GMAC ) by General Motors ( GM ), which was GM s wholly-owned captive finance subsidiary prior to this transaction. As a result of this sale, which occurred on November 30, 2006, we have classified new borrowings from GMAC subsequent to this transaction as vehicle floorplan non-trade, with related changes reflected as financing cash flows. Accordingly, net floorplan borrowings from GMAC subsequent to this transaction are reflected as cash provided by financing activities, while repayments in 2007 of amounts due to GMAC prior to this transaction (totaling \$195.0 million during the three months ended March 31, 2007) continue to be reflected as cash used by operating activities. During the three months ended March 31, 2008, all borrowings and repayments related to GMAC were reflected as financing activities, since the repayment of amounts due to GMAC prior to this transaction were completed during 2007. Partially offsetting the effect of this reclassification was a decrease in cash provided by changes in working capital and a reduction in earnings.

***Cash Flows Investing Activities***

Cash flows from investing activities consist primarily of cash used in capital additions, activity from business acquisitions, property dispositions, purchases and sales of investments, and other transactions as further described below.

Capital expenditures, excluding property operating lease buy-outs, were \$21.7 million during the three months ended March 31, 2008, and \$42.3 million during the three months ended March 31, 2007. We project that 2008 full year capital expenditures will be approximately \$110 million, excluding acquisition related spending, lease buyouts, and land purchases for future sites.

Total cash used in business acquisitions, net of cash acquired, was \$29.4 million for the three months ended March 31, 2008. During the three months ended March 31, 2008, we acquired one automotive retail franchise and related assets. We did not acquire any automotive retail franchises during the three months ended March 31, 2007.

***Cash Flows Financing Activities***

Net cash flows from financing activities primarily include treasury stock purchases, stock option exercises, debt activity, and changes in vehicle floorplan payable-non-trade.

We repurchased 1.9 million shares of our common stock for an aggregate purchase price of \$27.8 million during the three months ended March 31, 2008 (average purchase price per share of \$14.84), including repurchases for which settlement occurred subsequent to March 31, 2008. We repurchased 2.3 million shares of our common stock for an aggregate purchase price of \$50.3 million during the three months ended March 31, 2007 (average purchase price per share of \$21.88).

Proceeds from the exercise of stock options were \$1.0 million (average exercise price per share of \$10.68) during the three months ended March 31, 2008, and \$76.1 million (average exercise price per share of \$14.40) during the three months ended March 31, 2007.

During the three months ended March 31, 2008, we borrowed \$351.0 million and repaid \$426.0 million outstanding under our revolving credit facility, for net repayments of \$75.0 million. During the three months ended March 31, 2007, we borrowed \$80.0 million and repaid \$275.0 million outstanding under our revolving credit facility, for net repayments of \$195.0 million.

We repaid \$1.6 million of amounts outstanding under our mortgage facilities during the three months ended March 31, 2008, and \$1.1 million during the same period in 2007.

Cash flows from financing activities include changes in vehicle floorplan payable-non-trade (vehicle floorplan payables with lenders other than the automotive manufacturers captive finance subsidiaries for that franchise) totaling net payments of \$43.6 million for the three months ended March 31, 2008, and net proceeds of \$78.5 million for the three months ended March 31, 2007. As discussed above, the repayment of \$195.0 million of amounts due to GMAC prior to the sale by GM of a majority interest in GMAC were reflected as cash used by operating activities during the three months ended March 31, 2007, while all repayments to GMAC were reflected as cash used by financing

activities during the three months ended March 31, 2008.



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### **Seasonality**

Our operations generally experience higher volumes of vehicle sales and service in the second and third quarters of each year due in part to consumer buying trends and the introduction of new vehicle models. Also, demand for vehicles and light trucks is generally lower during the winter months than in other seasons, particularly in regions of the United States where stores may be subject to adverse winter conditions. Accordingly, we expect our revenue and operating results to be generally lower in the first and fourth quarters as compared to the second and third quarters. However, revenue may be impacted significantly from quarter to quarter by actual or threatened severe weather events, and by other factors unrelated to weather conditions, such as changing economic conditions and automotive manufacturer incentive programs.

### **New Accounting Pronouncements**

See Note 1 of the Notes to Unaudited Condensed Consolidated Financial Statements.

### **Forward-Looking Statements**

Our business, financial condition, results of operations, cash flows, and prospects, and the prevailing market price and performance of our common stock, may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Quarterly Report on Form 10-Q, as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf, constitute forward-looking statements within the meaning of the Federal Private Securities Litigation Reform Act of 1995. We intend for our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we set forth this statement in order to comply with such safe harbor provisions. You should note that our forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q or when made and we undertake no duty or obligation to update or revise our forward-looking statements, whether as a result of new information, future events, or otherwise. Although we believe that the expectations, plans, intentions, and projections reflected in our forward-looking statements are reasonable, such statements are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

The automotive retailing industry is sensitive to changing economic conditions and various other factors. Our business and results of operations are substantially dependent on new vehicle sales levels in the United States and in our particular geographic markets and the level of gross profit margins that we can achieve on our sales of new vehicles, all of which are very difficult to predict.

We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises.

Our new vehicle sales are impacted by the consumer incentive and marketing programs of vehicle manufacturers.

Natural disasters and adverse weather events can disrupt our business.

We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.

We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.

Our operations, including, without limitation, our sales of finance and insurance and vehicle protection products, are subject to extensive governmental laws and regulations. If we are found to be in violation of, or subject to liabilities under, any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.

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Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our intangible assets for impairment at least annually, which may result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders' equity.

Our ability to grow our business may be limited by our ability to acquire automotive stores on favorable terms or at all.

We are subject to interest rate risk in connection with our floorplan notes payable, revolving credit facility, term loan facility, and floating rate senior unsecured notes that could have a material adverse effect on our profitability.

Our revolving credit facility, term loan facility, mortgage facility, and the indenture relating to our senior unsecured notes contain certain restrictions on our ability to conduct our business.

Our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations. We may still be able to incur more debt, intensifying these risks.

Our largest stockholder, as a result of its voting ownership, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders.

Please refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and to our subsequent filings with the SEC for additional discussion of the foregoing risks.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our primary market risk exposure is changing LIBOR-based interest rates. Interest rate derivatives may be used to hedge a portion of our variable rate debt when appropriate based on market conditions. At March 31, 2008, our fixed rate debt, primarily consisting of amounts outstanding under senior unsecured notes and mortgages, totaled \$613.6 million and had a fair value of \$580.7 million. At December 31, 2007, our fixed rate debt, primarily consisting of amounts outstanding under senior unsecured notes and mortgages, totaled \$595.2 million and had a fair value of \$578.9 million.

**Interest Rate Risk**

We had \$2.2 billion of variable rate vehicle floorplan payable at March 31, 2008, and \$2.1 billion at December 31, 2007. Based on these amounts, a 100 basis point change in interest rates would result in an approximate change of \$22.0 million at March 31, 2008, and \$21.4 million at December 31, 2007, to our annual floorplan interest expense. Our exposure to changes in interest rates with respect to total vehicle floorplan payable is partially mitigated by manufacturers' floorplan assistance, which in some cases is based on variable interest rates.

We had \$1.1 billion of other variable rate debt outstanding at March 31, 2008, and \$1.2 billion at December 31, 2007. Based on the amounts outstanding, a 100 basis point change in interest rates would result in an approximate change to interest expense of \$10.9 million at March 31, 2008, and \$11.8 million at December 31, 2007.

Reference is made to our quantitative disclosures about market risk in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We continue to centralize certain key store-level accounting and administrative activities, which we expect will streamline our internal control over financial reporting. The initial or core phase consists of implementing a standard data processing platform in the store and centralizing to a shared services center certain key accounting processes (non-inventory accounts payable, bank account reconciliations, and certain accounts receivable). We have substantially implemented the core phase in 185 of our 243 stores as of March 31, 2008.

**Table of Contents****PART II. OTHER INFORMATION****ITEM 1A. RISK FACTORS**

There have not been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The table below sets forth information with respect to shares of common stock repurchased by AutoNation, Inc. during the three months ended March 31, 2008.

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Avg. Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Programs</b>	<b>Maximum Dollar Value of Shares That May Yet Be Purchased Under The Programs (in millions)(1)(2)</b>
January 1, 2008 to January 31, 2008		\$		\$ 196.7
February 1, 2008 to February 29, 2008	425,000	\$ 15.35	425,000	\$ 190.2
March 1, 2008 to March 31, 2008	1,450,000	\$ 14.68	1,450,000	\$ 168.9
	1,875,000		1,875,000	

- (1) On October 23, 2007, our Board of Directors approved a stock repurchase program (referred to as the October 2007 Program ), which authorized AutoNation to repurchase up to \$250 million in shares of our common stock. All of the shares repurchased in February and March 2008

were repurchased under the October 2007 Program. The October 2007 Program does not have an expiration date.

- (2) Future share repurchases are subject to limitations contained in the indenture relating to our senior unsecured notes. As of April 1, 2008, approximately \$32 million remained available for share repurchases and other restricted payments under the indenture relating to our senior unsecured notes. This amount will increase in future periods by 50% of our cumulative consolidated net income (as defined in the indenture), the net proceeds of stock option exercises, and certain other items, and decrease by the amount of future share repurchases and

other restricted  
payments  
subject to these  
limitations.

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**ITEM 6. EXHIBITS**

- 3.1 Amended and Restated By-Laws of AutoNation, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K as filed on February 8, 2008)
- 4.1 Third Amendment, dated as of March 26, 2008, to AutoNation, Inc.'s Five-Year Credit Agreement, dated as of July 14, 2005, as amended
- 4.2 Supplemental Indenture, dated as of March 11, 2008, amending each of (i) the Indenture, dated as of August 10, 2001, relating to the senior unsecured notes due 2008 and (ii) the Indenture, dated as of April 12, 2006, relating to the floating rate senior unsecured notes due 2013 and the senior unsecured notes due 2014, to update the list of the Company's subsidiaries as guarantors thereunder
- 10.1 AutoNation, Inc. 2008 Employee Equity and Incentive Plan (adopted by AutoNation's Board of Directors on March 14, 2008)\*
- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 32.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350
- 32.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350

\* Management contract or compensatory plan or arrangement.



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AUTONATION, INC.

Date: April 24, 2008

By: /s/ Michael J. Stephan  
Michael J. Stephan  
Vice President Corporate Controller  
(Duly Authorized Officer and Principal  
Accounting Officer)

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