

Asbury No Cal Niss L.L.C.
Form S-4/A
August 30, 2007
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As filed with the Securities and Exchange Commission on August 30, 2007

Registration No. 333-144346

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1

to

FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Asbury Automotive Group, Inc.

(Exact name of registrant issuer as specified in its charter)

See Table of Registrant Guarantors for information regarding additional Registrants

Delaware

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

5500

*(Primary Standard Industrial
Classification Code Number)*

01-0609375

(I.R.S. Employer

Identification Number)

622 Third Avenue, 37th Floor

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New York, New York 10017

(212) 885-2500

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

Charles R. Oglesby

Chief Executive Officer

Asbury Automotive Group, Inc.

622 Third Avenue, 37th Floor

New York, New York 10017

(212) 885-2500

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

With a copy to:

Thomas E. Dunn, Esq.

Andrew J. Pitts, Esq.

Cravath, Swaine & Moore LLP

Worldwide Plaza

825 Eighth Avenue

New York, New York 10019

(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: "

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration Fee
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		per Security(1)	Offering Price(1)	
7.625% Senior Subordinated Notes due 2017	\$ 150,000,000(2)	100%	\$ 150,000,000	\$ 4,605(3)
Guarantees of 7.625% Senior Subordinated Notes due 2017				(4)

- (1) This estimate is made pursuant to Rule 457(a) of the Securities Act solely for the purpose of determining the registration fee. The above calculation is based on a bona fide estimate of the maximum offering price.
- (2) Represents the aggregate principal amount of the 7.625% Senior Subordinated Notes due 2017 issued by Asbury Automotive Group, Inc.
- (3) Previously paid.
- (4) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the note guarantees.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Guarantor as Specified in its Charter(1)			
AF Motors L.L.C.	Delaware	5500	59-3604214
ALM Motors L.L.C.	Delaware	5500	59-3604216
ANL L.P.	Delaware	5500	59-3503188
Asbury AR Niss L.L.C.	Delaware	5500	84-1666361
Asbury Arkansas Hund L.L.C.	Delaware	5500	56-2411899
Asbury Atlanta AC L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta AU L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta BM L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Chevrolet L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Hon L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Inf L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Infiniti L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Jaguar L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Lex L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta Nis L.L.C.	Delaware	5500	58-2241119
Asbury Atlanta VL L.L.C.	Delaware	5500	58-2241119
Asbury Automotive Arkansas Dealership Holdings L.L.C.	Delaware	5500	71-0817515
Asbury Automotive Arkansas L.L.C.	Delaware	5500	71-0817514
Asbury Automotive Atlanta L.L.C.	Delaware	5500	58-2241119
Asbury Automotive Brandon, L.P.	Delaware	5500	59-3584655
Asbury Automotive Central Florida, L.L.C.	Delaware	5500	59-3580818
Asbury Automotive Deland, L.L.C.	Delaware	5500	59-3604210
Asbury Automotive Financial Services, Inc.	Delaware	6141	75-3061039
Asbury Automotive Florida, L.L.C.	Delaware	5500	37-1514249
Asbury Automotive Fresno L.L.C.	Delaware	5500	03-0508496
Asbury Automotive Group Holdings, Inc.	Delaware	5500	04-3622391
Asbury Automotive Group L.L.C.	Delaware	5500	52-2106837
Asbury Automotive Jacksonville GP L.L.C.	Delaware	5500	59-3512660
Asbury Automotive Jacksonville, L.P.	Delaware	5500	59-3512662
Asbury Automotive Management L.L.C.	Delaware	5500	23-2790555
Asbury Automotive Mississippi L.L.C.	Delaware	5500	64-0924573
Asbury Automotive North Carolina Dealership Holdings L.L.C.	Delaware	5500	56-2106587
Asbury Automotive North Carolina L.L.C.	Delaware	5500	52-2106838
Asbury Automotive North Carolina Management L.L.C.	Delaware	5500	52-2106838
Asbury Automotive North Carolina Real Estate Holdings L.L.C.	Delaware	5500	23-2983952
Asbury Automotive Oregon L.L.C.	Delaware	5500	52-2106837
Asbury Automotive Oregon Management L.L.C.	Delaware	5500	93-1255888
Asbury Automotive South, L.L.C.	Delaware	5500	37-1514247
Asbury Automotive Southern California L.L.C.	Delaware	5500	16-1676796
Asbury Automotive St. Louis, L.L.C.	Delaware	5500	43-1767192
Asbury Automotive Tampa GP L.L.C.	Delaware	5500	13-3990508
Asbury Automotive Tampa, L.P.	Delaware	5500	13-3990509
Asbury Automotive Texas L.L.C.	Delaware	5500	13-3997031
Asbury Automotive Texas Real Estate Holdings L.L.C.	Delaware	5500	11-3816183

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Exact Name of Registrant	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Guarantor as Specified in its Charter(1)			
Asbury Deland Imports 2, L.L.C.	Delaware	5500	59-3629420
Asbury Fresno Imports L.L.C.	Delaware	5500	03-0508500
Asbury Jax AC, L.L.C.	Delaware	5500	45-0551011
Asbury Jax Holdings, L.P.	Delaware	5500	59-3516633
Asbury Jax K, L.L.C.	Delaware	5500	36-4572826
Asbury Jax Management L.L.C.	Delaware	5500	59-3503187
Asbury Jax PB Chev, L.L.C.	Delaware	5500	37-1504393
Asbury MS Chev, L.L.C.	Delaware	5500	06-1749057
Asbury MS Gray-Daniels L.L.C.	Delaware	5500	64-0939974
Asbury MS Metro L.L.C.	Delaware	5500	91-2121547
Asbury MS Wimber L.L.C.	Delaware	5500	06-1625607
Asbury MS Yazoo L.L.C.	Delaware	5500	06-1698084
Asbury No Cal Niss L.L.C.	Delaware	5500	05-0605055
Asbury Sacramento Imports L.L.C.	Delaware	5500	33-1080505
Asbury So Cal DC L.L.C.	Delaware	5500	33-1080498
Asbury So Cal Hon L.L.C.	Delaware	5500	33-1080502
Asbury So Cal Niss L.L.C.	Delaware	5500	59-3781893
Asbury St. Louis Cadillac L.L.C.	Delaware	5500	43-1767192
Asbury St. Louis Gen L.L.C.	Delaware	5500	43-1826171
Asbury St. Louis Lex L.L.C.	Delaware	5500	43-1767192
Asbury Tampa Management L.L.C.	Delaware	5500	59-2512657
Asbury-Deland Imports L.L.C.	Delaware	5500	59-3604213
Atlanta Real Estate Holdings L.L.C.	Delaware	5500	58-2241119
Avenues Motors, Ltd.	Florida	5500	59-3381433
Bayway Financial Services, L.P.	Delaware	6141	59-3503190
BFP Motors L.L.C.	Delaware	5500	30-0217335
C&O Properties, Ltd.	Florida	5500	59-2495022
Camco Finance II L.L.C.	Delaware	6141	52-2106838
Camco Finance L.L.C.	Delaware	6141	56-2110955
CFP Motors, Ltd.	Florida	5500	65-0414571
CH Motors, Ltd.	Florida	5500	59-3185442
CHO Partnership, Ltd.	Florida	5500	59-3041549
CK Chevrolet LLC	Delaware	5500	59-3580820
CK Motors LLC	Delaware	5500	59-3580825
CN Motors, Ltd.	Florida	5500	59-3185448
Coggin Automotive Corp.	Florida	5500	59-1285803
Coggin Cars L.L.C.	Delaware	5500	59-3624906
Coggin Chevrolet L.L.C.	Delaware	5500	59-3624905
Coggin Management, L.P.	Delaware	5500	59-3503191
CP-GMC Motors, Ltd.	Florida	5500	59-3185453
Crown Acura/Nissan, LLC	North Carolina	5500	56-1975265
Crown Battleground, LLC	North Carolina	5500	56-2036220
Crown CHH L.L.C.	Delaware	5500	52-2106838
Crown CHO L.L.C.	Delaware	5500	84-1617218
Crown CHV L.L.C.	Delaware	5500	52-2106838
Crown Dodge, LLC	North Carolina	5500	56-1975260
Crown FDO L.L.C.	Delaware	5500	04-3623132
Crown FFO Holdings L.L.C.	Delaware	5500	56-2182741
Crown FFO L.L.C.	Delaware	5500	56-2165412
Crown Fordham L.L.C.	Delaware	5500	52-2106838
Crown GAC L.L.C.	Delaware	5500	52-2106838

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Exact Name of Registrant	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Guarantor as Specified in its Charter(1)			
Crown GAU L.L.C.	Delaware	5500	52-2106838
Crown GBM L.L.C.	Delaware	5500	52-2106838
Crown GCA L.L.C.	Delaware	5500	14-1854150
Crown GCH L.L.C.	Delaware	5500	74-3051217
Crown GDO L.L.C.	Delaware	5500	52-2106838
Crown GHO L.L.C.	Delaware	5500	52-2106838
Crown GKI L.L.C.	Delaware	5500	52-2106838
Crown GMI L.L.C.	Delaware	5500	52-2106838
Crown GNI L.L.C.	Delaware	5500	52-2106838
Crown GPG L.L.C.	Delaware	5500	52-2106838
Crown GVO L.L.C.	Delaware	5500	52-2106838
Crown Honda, LLC	North Carolina	5500	56-1975264
Crown Honda-Volvo, LLC	North Carolina	5500	56-1975263
Crown Mitsubishi, LLC	North Carolina	5500	56-1975266
Crown Motorcar Company L.L.C.	Delaware	5500	62-1860414
Crown Raleigh L.L.C.	Delaware	5500	52-2106838
Crown RIA L.L.C.	Delaware	5500	52-2106838
Crown RIB L.L.C.	Delaware	5500	56-2125835
Crown Royal Pontiac, LLC	North Carolina	5500	56-1975262
Crown SJC L.L.C.	Delaware	5500	81-0630983
Crown SNI L.L.C.	Delaware	5500	30-0199361
CSA Imports L.L.C.	Delaware	5500	59-3631079
JC Dealer Systems L.L.C.	Delaware	5500	58-2628641
Escude-M L.L.C.	Delaware	5500	64-0922813
Escude-MO L.L.C.	Delaware	5500	64-0924573
Escude-NN L.L.C.	Delaware	5500	64-0922808
Escude-NS L.L.C.	Delaware	5500	64-0922811
Escude-T L.L.C.	Delaware	5500	64-0922812
HFP Motors L.L.C.	Delaware	5500	06-1631102
KP Motors L.L.C.	Delaware	5500	06-1629064
McDavid Austin-Acra, L.L.C.	Delaware	5500	11-3816170
McDavid Frisco-Hon, L.L.C.	Delaware	5500	11-3816176
McDavid Grande, L.L.C.	Delaware	5500	11-3816168
McDavid Houston-Hon, L.L.C.	Delaware	5500	11-3816178
McDavid Houston-Niss, L.L.C.	Delaware	5500	11-3816172
McDavid Irving-Hon, L.L.C.	Delaware	5500	11-3816175
McDavid Outfitters, L.L.C.	Delaware	5500	11-3816166
McDavid Plano-Acra, L.L.C.	Delaware	5500	11-3816179
NP FLM L.L.C.	Delaware	5500	71-0819724
NP MZD L.L.C.	Delaware	5500	71-0819723
NP VKW L.L.C.	Delaware	5500	71-0819721
Plano Lincoln-Mercury, Inc.	Delaware	5500	75-2430953
Precision Computer Services, Inc.	Florida	5500	59-2867725
Precision Enterprises Tampa, Inc.	Florida	5500	59-2148481

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Exact Name of Registrant	State of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Guarantor as Specified in its Charter(1)			
Precision Infiniti, Inc.	Florida	5500	59-2958651
Precision Motorcars, Inc.	Florida	5500	59-1197700
Precision Nissan, Inc.	Florida	5500	59-2734672
Premier NSN L.L.C.	Delaware	5500	71-0819715
Premier Pon L.L.C.	Delaware	5500	71-0819714
Prestige Bay L.L.C.	Delaware	5500	71-0819719
Prestige Toy L.L.C.	Delaware	5500	71-0819720
RER Properties, LLC	North Carolina	5500	56-2091165
RWIJ Properties, LLC	North Carolina	5500	56-2091158
Spectrum Insurance Services L.L.C.	Delaware	6411	58-2241119
Tampa Hund, L.P.	Delaware	5500	59-3512664
Tampa Kia, L.P.	Delaware	5500	59-3512666
Tampa LM, L.P.	Delaware	5500	52-2124362
Tampa Mit, L.P.	Delaware	5500	59-3512667
Tampa Suzu, L.P.	Delaware	5500	59-3512668
Thomason Auto Credit Northwest, Inc.	Oregon	5500	93-1119211
Thomason Dam L.L.C.	Delaware	5500	93-1266231
Thomason Frd L.L.C.	Delaware	5500	93-1254703
Thomason Hon L.L.C.	Delaware	5500	93-1254717
Thomason Hund L.L.C.	Delaware	5500	93-1254690
Thomason Maz L.L.C.	Delaware	5500	93-1254723
Thomason Niss L.L.C.	Delaware	5500	93-1254721
Thomason Outfitters L.L.C.	Delaware	5500	68-0492340
Thomason Pontiac-GMC L.L.C.	Delaware	5500	43-1976952
Thomason Suzu L.L.C.	Delaware	5500	93-1256214
Thomason TY L.L.C.	Delaware	5500	93-1254719
Thomason Zuk L.L.C.	Delaware	5500	93-1254806
WMZ Brandon Motors, L.P.	Delaware	5500	59-3512670
WMZ Motors, L.P.	Delaware	5500	59-3512663
WTY Motors, L.P.	Delaware	5500	59-3512669

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

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED AUGUST 30, 2007

PROSPECTUS

Asbury Automotive Group, Inc.

Exchange Offer for

Up to \$150,000,000 Principal Amount Outstanding

of 7.625% Senior Subordinated Notes due 2017

for a Like Principal Am