Section 1: 10-Q (10-Q)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2014

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 1-12297

Penske Automotive Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**22-3086739** (I.R.S. Employer Identification No.)
2555 Telegraph Road, **Bloomfield Hills, Michigan** (Address of principal executive offices)	**48302-0954** (Zip Code)

Registrant's telephone number, including area code:
(248) 648-2500

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 "accelerated filer," "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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 October 23, 2014, there were 90,227,323 shares of voting common stock outstanding.

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PENSKE AUTOMOTIVE GROUP, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS

	September 30, 2014	December 31, 2013
	(Unaudited)	
	(In millions, except share amounts)	
ASSETS		
Cash and cash equivalents	$ 150.5	$ 49.8
Accounts receivable, net of allowance for doubtful accounts of $4.7 and $3.4	643.8	600.8
Inventories	2,479.0	2,518.3
Other current assets	100.4	88.4
Assets held for sale	45.6	107.3
Total current assets	3,419.3	3,364.6
Property and equipment, net	1,375.1	1,232.2
Goodwill	1,187.7	1,144.5
Franchise value	295.0	295.4
Equity method investments	386.5	346.9
Other long-term assets	18.7	31.9
Total assets	$ 6,682.3	$ 6,415.5
LIABILITIES AND EQUITY		
Floor plan notes payable	$ 1,606.1	$ 1,685.1
Floor plan notes payable — non-trade	893.6	901.6
Accounts payable	382.7	373.3
Accrued expenses	317.3	262.6
Current portion of long-term debt	71.8	50.0
Liabilities held for sale	33.7	59.7

Total current liabilities	3,305.2	3,332.3
Long-term debt	1,161.6	1,033.2
Deferred tax liabilities	374.3	361.4
Other long-term liabilities	185.8	166.5
Total liabilities	5,026.9	4,893.4
Commitments and contingent liabilities (Note 9)		
Equity		
Penske Automotive Group stockholders’ equity:		
Preferred Stock, $0.0001 par value; 100,000 shares authorized; none issued and outstanding	—	—
Common Stock, $0.0001 par value, 240,000,000 shares authorized; 90,227,323 shares issued and outstanding at September 30, 2014; 90,243,731 shares issued and outstanding at December 31, 2013	—	—
Non-voting Common Stock, $0.0001 par value, 7,125,000 shares authorized; none issued and outstanding	—	—
Class C Common Stock, $0.0001 par value, 20,000,000 shares authorized; none issued and outstanding	—	—
Additional paid-in-capital	688.7	693.6
Retained earnings	962.6	799.2
Accumulated other comprehensive income (loss)	(13.4)	11.6
Total Penske Automotive Group stockholders’ equity	1,637.9	1,504.4
Non-controlling interest	17.5	17.7
Total equity	1,655.4	1,522.1
Total liabilities and equity	$ 6,682.3	$ 6,415.5

See Notes to Consolidated Condensed Financial Statements

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PENSKE AUTOMOTIVE GROUP, INC.
CONSOLIDATED CONDENSED STATEMENTS OF INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Unaudited) (In millions, except per share amounts)			
Revenue:				
New vehicle	$ 2,231.1	$ 1,964.5	$ 6,495.5	$ 5,575.3
Used vehicle	1,301.9	1,078.5	3,776.8	3,128.4
Finance and insurance, net	114.7	98.2	331.9	278.8
Service and parts	435.5	375.0	1,288.7	1,139.6
Fleet and wholesale	215.9	177.0	620.6	529.2
Commercial vehicles, car rental and other	118.8	65.9	359.1	87.7
Total revenues	$ 4,417.9	$ 3,759.1	$ 12,872.6	$ 10,739.0
Cost of sales:				
New vehicle	2,059.9	1,817.0	5,994.7	5,152.4
Used vehicle	1,216.1	998.6	3,513.7	2,891.5
Service and parts	176.8	149.3	522.7	461.5
Fleet and wholesale	214.6	174.7	611.8	520.1
Commercial vehicles, car rental and other	91.8	48.4	280.1	56.3
Total cost of sales	3,759.2	3,188.0	10,923.0	9,081.8
Gross profit	658.7	571.1	1,949.6	1,657.2
Selling, general and administrative expenses	512.9	446.4	1,513.9	1,286.2
Depreciation	17.8	15.4	51.8	44.4
Operating income	128.0	109.3	383.9	326.6
Floor plan interest expense	(11.2)	(10.6)	(33.9)	(31.4)
Other interest expense	(13.3)	(12.3)	(39.5)	(35.7)
Equity in earnings of affiliates	12.7	11.2	28.7	22.4
Income from continuing operations before income taxes	116.2	97.6	339.2	281.9
Income taxes	(39.2)	(31.3)	(114.4)	(94.5)
Income from continuing operations	77.0	66.3	224.8	187.4
Loss from discontinued operations, net of tax	(1.9)	(0.8)	(7.9)	(1.4)
Net income	75.1	65.5	216.9	186.0

Less: Income attributable to non-controlling interests		0.6		0.2		2.0		1.0
Net income attributable to Penske Automotive Group common stockholders	$	74.5	$	65.3	$	214.9	$	185.0
Basic earnings per share attributable to Penske Automotive Group common stockholders:								
Continuing operations	$	0.85	$	0.73	$	2.46	$	2.06
Discontinued operations		(0.02)		(0.01)		(0.08)		(0.01)
Net income attributable to Penske Automotive Group common stockholders	$	0.83	$	0.72	$	2.38	$	2.05
Shares used in determining basic earnings per share (Note 6)		90.3		90.2		90.4		90.3
Diluted earnings per share attributable to Penske Automotive Group common stockholders:								
Continuing operations	$	0.85	$	0.73	$	2.46	$	2.06
Discontinued operations		(0.02)		(0.01)		(0.08)		(0.01)
Net income attributable to Penske Automotive Group common stockholders	$	0.83	$	0.72	$	2.38	$	2.05
Shares used in determining diluted earnings per share (Note 6)		90.3		90.2		90.4		90.3
Amounts attributable to Penske Automotive Group common stockholders:								
Income from continuing operations	$	77.0	$	66.3	$	224.8	$	187.4
Less: Income attributable to non-controlling interests		0.6		0.2		2.0		1.0
Income from continuing operations, net of tax		76.4		66.1		222.8		186.4
Loss from discontinued operations, net of tax		(1.9)		(0.8)		(7.9)		(1.4)
Net income attributable to Penske Automotive Group common stockholders	$	74.5	$	65.3	$	214.9	$	185.0

See Notes to Consolidated Condensed Financial Statements

PENSKE AUTOMOTIVE GROUP, INC.
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
	(Unaudited) (In millions)							
Net Income	$	75.1	$	65.5	$	216.9	$	186.0
Other Comprehensive Income:								
Foreign currency translation adjustment		(53.5)		41.8		(27.4)		6.7
Unrealized gain (loss) on interest rate swaps:								
Unrealized gain(loss) arising during the period, net of tax benefits		—		0.3		(0.2)		0.8
Reclassification adjustment for loss included in floor plan interest expense, net of tax provision of \$0.7, \$0.4, \$2.2, and \$1.4, respectively		1.1		0.5		3.4		2.2
Unrealized gain on interest rate swaps, net of tax		1.1		0.8		3.2		3.0
Other adjustments to Comprehensive Income, net		1.4		(4.2)		(1.8)		(5.4)
Other Comprehensive Income (Loss), Net of Taxes		(51.0)		38.4		(26.0)		4.3
Comprehensive Income		24.1		103.9		190.9		190.3
Less: Comprehensive (loss) income attributable to non-controlling interests		(0.1)		0.2		1.0		1.5
Comprehensive income attributable to Penske Automotive Group common stockholders	$	24.2	$	103.7	$	189.9	$	188.8

See Notes to Consolidated Condensed Financial Statements

PENSKE AUTOMOTIVE GROUP, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2014	2013
	(Unaudited)	

		(In millions)	
Operating Activities:			
Net income	$	216.9	$ 186.0
Adjustments to reconcile net income to net cash from continuing operating activities:			
Depreciation		51.8	44.4
Earnings of equity method investments		(22.9)	(18.5)
Loss from discontinued operations, net of tax		7.9	1.4
Deferred income taxes		9.8	47.1
Changes in operating assets and liabilities:			
Accounts receivable		(43.1)	(16.4)
Inventories		69.2	(153.1)
Floor plan notes payable		(79.0)	126.5
Accounts payable and accrued expenses		62.8	66.3
Other		3.9	12.9
Net cash provided by continuing operating activities		277.3	296.6
Investing Activities:			
Purchase of equipment and improvements		(119.6)	(122.2)
Purchase of car rental vehicles		(93.5)	(82.3)
Disposal of car rental vehicles		45.1	8.0
Dealership acquisitions net, including repayment of sellers' floor plan notes payable of $23.0 and $1.0, respectively		(86.2)	(221.2)
Other		(25.3)	(15.5)
Net cash used in continuing investing activities		(279.5)	(433.2)
Financing Activities:			
Proceeds from borrowings under U.S. credit agreement revolving credit line		951.1	808.7
Repayments under U.S. credit agreement revolving credit line		(867.1)	(814.7)
Repayments under U.S. credit agreement term loan		—	(12.0)
Proceeds from borrowings under car rental revolver		95.7	104.4
Repayments of car rental revolver		(72.6)	(30.5)
Net borrowings of other long-term debt		42.8	68.0
Net (repayments) borrowings of floor plan notes payable — non-trade		(8.0)	78.0
Repurchases of common stock		(15.5)	(15.8)
Dividends		(51.5)	(40.7)
Other		0.3	0.2
Net cash provided by continuing financing activities		75.2	145.6
Discontinued operations:			
Net cash (used in)/provided by discontinued operating activities		(23.2)	13.0
Net cash provided by discontinued investing activities		54.1	29.2
Net cash used in discontinued financing activities		(3.2)	(23.7)
Net cash provided by discontinued operations		27.7	18.5
Net change in cash and cash equivalents		100.7	27.5
Cash and cash equivalents, beginning of period		49.8	43.8
Cash and cash equivalents, end of period	$	150.5	$ 71.3
Supplemental disclosures of cash flow information:			
Cash paid for:			
Interest	$	67.7	$ 62.0
Income taxes		85.6	23.2

See Notes to Consolidated Condensed Financial Statements

PENSKE AUTOMOTIVE GROUP, INC.
CONSOLIDATED CONDENSED STATEMENT OF EQUITY

	Common Stock		Additional		Accumulated Other	Total Penske Automotive		
	Issued Shares	Amount	Paid-in Capital	Retained Earnings	Comprehensive Income (Loss)	Group Stockholders' Equity	Non-controlling Interest	Total Equity
					(Unaudited) (Dollars in millions)			
Balance, January 1, 2014	90,243,731	$ —	$ 693.6	$ 799.2	$ 11.6	$ 1,504.4	$ 17.7	$1,522.1
Equity compensation	318,942	—	10.3	—	—	10.3	—	10.3
Repurchases of common stock	(335,350)	—	(15.5)	—	—	(15.5)	—	(15.5)
Dividends	—	—	—	(51.5)	—	(51.5)	—	(51.5)

Distributions to non-controlling interests	—	—	—	—	—	—	(1.5)	(1.5)
Purchase of controlling interest	—	—	—	—	—	—	0.2	0.2
Sale of subsidiary shares to non-controlling interest	—	—	0.3	—	—	0.3	0.1	0.4
Foreign currency translation	—	—	—	—	(26.4)	(26.4)	(1.0)	(27.4)
Interest rate swaps	—	—	—	—	3.2	3.2	—	3.2
Other	—	—	—	—	(1.8)	(1.8)	—	(1.8)
Net income	—	—	—	214.9	—	214.9	2.0	216.9
Balance, September 30, 2014	90,227,323	$ —	$ 688.7	$ 962.6	$ (13.4)	$ 1,637.9	$ 17.5	$1,655.4

See Notes to Consolidated Condensed Financial Statements

PENSKE AUTOMOTIVE GROUP, INC.

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited)
(In millions, except per share amounts)

1. Interim Financial Statements

Business Overview

Unless the context otherwise requires, the use of the terms “PAG”, “we”, “us”, and “our” in these Notes to the Consolidated Condensed Financial Statements refers to Penske Automotive Group, Inc. and its consolidated subsidiaries.

We are an international transportation services company that operates automotive dealerships principally in the United States and Western Europe, and distributes commercial vehicles, engines, power systems and related parts and services principally in Australia and New Zealand. We employ approximately 20,000 people worldwide.

Automotive Dealership. We are the second largest automotive retailer headquartered in the U.S. as measured by the $14.7 billion in total revenue we generated in 2013. As of September 30, 2014, we operated 324 automotive retail franchises, of which 177 franchises are located in the U.S. and 147 franchises are located outside of the U.S. The franchises outside the U.S. are located primarily in the U.K. In the nine months ended September 30, 2014, we retailed and wholesaled more than 363,000 vehicles. We are diversified geographically, with 61% of our total automotive dealership revenues in the nine months ended September 30, 2014 generated in the U.S. and Puerto Rico and 39% generated outside the U.S. We offer over 35 vehicle brands, with 71% of our automotive dealership revenue in the nine months ended September 30, 2014 generated from premium brands, such as Audi, BMW, Mercedes-Benz and Porsche. Each of our dealerships offers a wide selection of new and used vehicles for sale. In addition to selling new and used vehicles, we generate higher-margin revenue at each of our dealerships through maintenance and repair services and the sale and placement of higher-margin products, such as third-party finance and insurance products, third-party extended service contracts and replacement and aftermarket automotive products. We operate these dealerships under franchise agreements with a number of automotive manufacturers and distributors which are subject to certain rights and restrictions typical of the industry.

During the nine months ended September 30, 2014, we acquired one U.S. franchise, BMW of Greenwich (CT), one U.K. franchise, Skipton VW, were awarded four franchises and disposed of seven franchises including four in Bremen, Germany which were consolidated with our Hamburg operations. During the three months ended September 30, 2014, we invested $16.6 million for a 50% ownership interest in a group of BMW and MINI dealerships operating eight franchises in Barcelona, Spain.

Commercial Vehicle, Engine, Power Systems, and Parts Distribution. On August 30, 2013, we acquired Western Star Trucks Australia, the exclusive importer and distributor of Western Star heavy duty trucks (a Daimler brand), MAN heavy and medium duty trucks and buses (a VW Group brand), and Dennis Eagle refuse collection vehicles, together with associated parts across Australia, New Zealand and portions of Southeast Asia. The business distributes vehicles and parts to a network of more than 70 dealership locations including three company-owned retail commercial vehicle dealerships. In October 2014, we acquired MTU Detroit Diesel Australia Pty Ltd., a distributor of diesel and gas engines and power systems, operating across the on-and off-highway markets in Australia, New Zealand and the Pacific. The on-highway portion of this business complements our existing Western Star truck distribution business.

Car Rental. We are the Hertz car rental franchisee in the Memphis, Tennessee market and certain Indiana markets. We currently manage more than fifty on- and off-airport Hertz car rental locations with approximately 6,400 vehicles in the fleet. Our car rental business complements our existing U.S. automotive dealership operations.

Penske Truck Leasing. We hold a 9.0% limited partnership interest in Penske Truck Leasing Co., L.P. (‘‘PTL’’), a leading provider of transportation services and supply chain management.

Basis of Presentation

The following unaudited consolidated condensed financial statements of PAG have been prepared pursuant to the rules and regulations of the

Securities and Exchange Commission (“SEC”). Certain information and disclosures normally included in our annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the SEC rules and regulations. The information presented as of September 30, 2014 and December 31, 2013 and for the three and nine month periods ended September 30, 2014 and 2013 is unaudited, but includes all adjustments which our management believes to be necessary for the fair presentation of results for the periods presented. The consolidated condensed financial statements for the prior periods have been revised for entities that have been treated as discontinued operations through September 30, 2014, and results for interim periods are not necessarily indicative of results to be expected for the year. These consolidated condensed financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2013, which are included as part of our Annual Report on Form 10-K.

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Recent Accounting Pronouncements

In March 2013, the FASB issued ASU No. 2013-05, “Foreign Currency Matters (Topic 830) — Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity.” ASU No. 2013-05 resolves the diversity in practice about whether Subtopic 810-10, Consolidation — Overall, or Subtopic 830-30, Foreign Currency Matters — Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business within a foreign entity. This ASU was effective prospectively for us for the annual period beginning January 1, 2014. The adoption of ASU No. 2013-05 has had no effect on our consolidated financial position, results of operations, or cash flows.

In July 2013, the FASB issued ASU No. 2013-10, “Derivatives and Hedging (Topic 815) — Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes.” The amendments in ASU No. 2013-10 permit the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. This ASU was effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of ASU No. 2013-10 has had no effect on our consolidated financial position, results of operations, or cash flows.

In July 2013, the FASB issued ASU No. 2013-11, “Income Taxes (Topic 740) — Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.” ASU No. 2013-11 resolves the diversity in practice regarding the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This ASU was effective for us for the annual period beginning January 1, 2014. The adoption of ASU No. 2013-11 has had no effect on our consolidated financial position, results of operations, or cash flows.

In April 2014, the FASB issued ASU No. 2014-8, “Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) — Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” ASU No. 2014-8 changes the requirements for reporting discontinued operations to only allow presentation of a disposal of an entity or component of an entity as a discontinued operation if it represents a strategic shift that has (or will have) a major effect on an entity’s operations or financial results. This ASU is effective for us for the annual period beginning January 1, 2015. We anticipate the adoption of ASU No. 2014-8 to result in fewer of our disposals qualifying for discontinued operations treatment.

In May 2014, the FASB issued ASU No. 2014-9, “Revenue from Contracts with Customers (Topic 606).” This ASU supersedes the revenue recognition requirements in Accounting Standards Codification (“ASC”) 605, *Revenue Recognition*. ASU No. 2014-09 will require an entity to recognize revenue when it transfers promised goods or services to customers using a five-step model that requires entities to exercise judgment when considering the terms of the contracts. This ASU is effective for us beginning after January 1, 2017 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact the adoption of this update will have on our consolidated financial position, results of operations, and cash flows.

In August 2014, the FASB issued ASU No. 2014-15, “Presentation of Financial Statements — Going Concern (Subtopic 205-40) — Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.” ASU 2014-15 will require management to assess an entity’s ability to continue as a going concern for each annual and interim reporting period, and to provide related footnote disclosure in circumstances in which substantial doubt exists. This ASU is effective for us for the annual period ending December 31, 2016, and we will continue to assess the impact on our consolidated financial statements.

Discontinued Operations

We account for dispositions in our retail operations as discontinued operations when it is evident that the operations and cash flows of a franchise being disposed of will be eliminated from on-going operations and that we will not have any significant continuing involvement in its operations.

In evaluating whether the cash flows of a dealership in our Retail reportable segment will be eliminated from ongoing operations, we consider whether it is likely that customers will migrate to similar franchises that we own in the same geographic market. Our consideration includes an evaluation of the brands sold at other dealerships we operate in the market and their proximity to the franchise being disposed. When we dispose of franchises, we typically do not have continuing brand representation in that market. If the franchise being disposed of is located in a complex of PAG owned dealerships, we do not treat the disposition as a discontinued operation if we believe that the cash flows previously generated by the disposed franchise will be replaced by expanded operations of the remaining or replacement franchises.

Combined financial information regarding entities accounted for as discontinued operations follows:

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Revenues	$ 25.4	$ 80.1	$ 101.6	$ 351.8
Pre-tax income (loss)	$ (2.5)	$ (0.6)	$ (18.7)	$ (1.2)
Pre-tax gain (loss) on disposal	$ —	$ —	$ 14.8	$ 0.8

	September 30, 2014	December 31, 2013
Inventories	$ 22.7	$ 55.8
Other assets	22.9	51.5
Total assets	$ 45.6	$ 107.3
Floor plan notes payable (including non-trade)	$ 18.3	$ 43.6
Other liabilities	15.4	16.1
Total liabilities	$ 33.7	$ 59.7

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management 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 revenues and expenses during the reporting period. Actual results could differ from those estimates. The accounts requiring the use of significant estimates include accounts receivable, inventories, income taxes, intangible assets and certain reserves.

Fair Value of Financial Instruments

Accounting standards define fair value as the price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accounting standards establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value and also establishes the following three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted market prices in markets that are not active; or model-derived valuations or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Our financial instruments consist of cash and cash equivalents, debt, floor plan notes payable, forward exchange contracts and interest rate swaps used to hedge future cash flows. Other than our fixed rate debt, the carrying amount of all significant financial instruments approximates fair value due either to length of maturity, the existence of variable interest rates that approximate prevailing market rates, or as a result of mark to market accounting.

Our fixed rate debt consists of amounts outstanding under our senior subordinated notes and mortgage facilities. We estimate the fair value of our senior unsecured notes using quoted prices for the identical liability (Level 2), and we estimate the fair value of our mortgage facilities using a present value technique based on our current market interest rates for similar types of financial instruments (Level 2). A summary of the carrying values and fair values of our 5.75% senior subordinated notes and our fixed rate mortgage facilities are as follows:

	September 30, 2014		December 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
5.75% senior subordinated notes due 2022	$ 550.0	$ 567.6	$ 550.0	$ 565.1
Mortgage facilities	130.9	131.6	118.6	117.0

2. Inventories

Inventories consisted of the following:

	September 30, 2014	December 31, 2013
New vehicles	$ 1,627.1	$ 1,709.4
Used vehicles	629.9	585.5
Commercial vehicles	120.3	126.9
Parts, accessories and other	101.7	96.5
Total inventories	$ 2,479.0	$ 2,518.3

We receive credits from certain vehicle manufacturers that reduce cost of sales when the vehicles are sold. Such credits amounted to $10.9 million and $8.8 million during the three months ended September 30, 2014 and 2013, respectively, and $30.6 million and $25.2 million during the nine months ended September 30, 2014 and 2013, respectively.

3. Business Combinations

We acquired two automotive retail franchises during the nine months ended September 30, 2014. We acquired Penske Commercial Vehicles as discussed in Note 1, one Hertz car rental franchise market area and one automotive retail franchise during the nine months ended September 30, 2013. During the nine months ended September 30, 2014 we also made an additional investment in an entity previously accounted under the equity method. Our financial statements include the results of operations of the acquired entities from the date of acquisition. The fair value of the assets acquired and liabilities assumed have been recorded in our consolidated condensed financial statements, and may be subject to adjustment pending completion of final valuation. A summary of the aggregate consideration paid and the aggregate amounts of the assets acquired and liabilities assumed for the nine months ended September 30, 2014 and 2013 follows:

	September 30	
	2014	2013
Accounts receivable	$ 0.7	$ 20.1
Inventory	29.1	124.3
Other current assets	1.2	2.8
Property and equipment	4.1	26.1
Indefinite-lived intangibles	57.1	133.1
Other non-current assets	—	8.4
Current liabilities	(2.6)	(94.1)
Non-current liabilities	(2.2)	0.5
Total consideration	87.4	221.2
Seller financed/assumed debt	(1.2)	—
Cash used in dealership acquisitions	$ 86.2	$ 221.2

The following unaudited consolidated pro forma results of operations of PAG for the three and nine months ended September 30, 2014 and 2013 give effect to acquisitions consummated during 2014 and 2013 as if they had occurred effective at the beginning of the period:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenues	$ 4,417.9	$ 4,115.0	$ 12,916.0	$ 11,997.8
Income from continuing operations	76.4	73.5	222.9	216.6
Net income	74.5	72.7	215.0	215.2
Income from continuing operations per diluted common share	$ 0.85	$ 0.81	$ 2.46	$ 2.39
Net income per diluted common share	$ 0.83	$ 0.80	$ 2.38	$ 2.38

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4. Intangible Assets

Following is a summary of the changes in the carrying amount of goodwill and franchise value during the nine months ended September 30, 2014:

	Goodwill	Franchise Value
Balance, January 1, 2014	$ 1,144.5	$ 295.4
Additions	55.2	1.9
Disposals	—	—
Foreign currency translation	(12.0)	(2.3)
Balance, September 30, 2014	$ 1,187.7	$ 295.0

All additions were within our Retail reportable segment. As of September 30, 2014, the goodwill balance within our Retail and Other reportable segments was $1,066.4 million and $121.3 million, respectively.

5. Vehicle Financing

We finance substantially all of the commercial vehicles we purchase for distribution, new vehicles for retail sale and a portion of our used vehicle inventories for retail sale under revolving floor plan arrangements with various lenders, including the captive finance companies associated with automotive manufacturers. In the U.S., the floor plan arrangements are due on demand; however, we have not historically been required to repay floor plan advances prior to the sale of the vehicles that have been financed. We typically make monthly interest payments on the amount financed. Outside of the U.S., substantially all of the floor plan arrangements are payable on demand or have an original maturity of 90 days or less, and we are generally required to repay floor plan advances at the earlier of the sale of the vehicles that have been financed or the stated maturity.

The floor plan agreements typically grant a security interest in substantially all of the assets of our dealership and distribution subsidiaries, and in the U.S., Australia and New Zealand are guaranteed by us. Interest rates under the floor plan arrangements are variable and increase or decrease based on changes in the prime rate, defined London Interbank Offered Rate (''LIBOR''), the Finance House Bank Rate, the Euro Interbank Offered Rate or Australian or New Zealand Bank Bill Swap Rate (''BBSW''). The weighted average interest rate on floor plan borrowings, including the effect of the interest rate swap discussed in Note 8, was 1.8% and 1.9% for the nine months ended September 30, 2014 and 2013, respectively. We classify floor plan notes payable to a party other than the manufacturer of a particular new vehicle, and all floor plan notes payable relating to pre-owned vehicles, as floor plan notes payable—non-trade on our consolidated balance sheets and classify related cash flows as a financing activity on our consolidated statements of cash flows.

6. Earnings Per Share

Basic earnings per share is computed using net income attributable to Penske Automotive Group common stockholders and the number of weighted average shares of voting common stock outstanding, including outstanding unvested equity awards which contain rights to non-forfeitable dividends. Diluted earnings per share is computed using net income attributable to Penske Automotive Group common stockholders and the number of weighted average shares of voting common stock outstanding, adjusted for any dilutive effects. A reconciliation of the number of shares used in the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2014 and 2013 follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Weighted average number of common shares outstanding	90,286,098	90,201,075	90,371,363	90,297,797
Effect of non-participatory equity compensation	36,000	36,000	36,000	36,000
Weighted average number of common shares outstanding, including effect of dilutive securities	90,322,098	90,237,075	90,407,363	90,333,797

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7. Long-Term Debt

Long-term debt consisted of the following:

	September 30, 2014	December 31, 2013
U.S. credit agreement - revolving credit line	$ 174.0	$ 90.0
U.S. credit agreement - term loan	98.0	98.0
U.K. credit agreement - revolving credit line	136.2	106.0
U.K. credit agreement - term loan	21.9	29.8
U.K. credit agreement - overdraft line of credit	—	—
5.75% senior subordinated notes due 2022	550.0	550.0
Rental car revolver	110.0	86.9
Mortgage facilities	130.9	118.6
Other	12.4	3.9
Total long-term debt	1,233.4	1,083.2
Less: current portion	(71.8)	(50.0)
Net long-term debt	$ 1,161.6	$ 1,033.2

U.S. Credit Agreement

On April 1, 2014, we amended and restated our U. S. credit agreement (the "U.S. credit agreement") with Mercedes-Benz Financial Services USA LLC and Toyota Motor Credit Corporation, principally to increase the revolving borrowing capacity from $375 million to $450 million and reduce the rate on collateralized borrowings to defined LIBOR plus 200 basis points (from defined LIBOR plus 225).

As amended, the U. S. credit agreement provides for up to $450 million in revolving loans for working capital, acquisitions, capital expenditures, investments and other general corporate purposes and a non-amortizing term loan with a balance of $98 million. The loans mature on the termination date of the facility which is September 30, 2017. The revolving loans bear interest at LIBOR plus 2.00%, subject to an incremental 1.50% for uncollateralized borrowings in excess of a defined borrowing base. The term loan, which bears interest at defined LIBOR plus 2.00%, may be prepaid at any time, but then may not be re-borrowed.

The U.S. credit agreement is fully and unconditionally guaranteed on a joint and several basis by our U.S. subsidiaries and contains a number of significant covenants that, among other things, restrict our ability to dispose of assets, incur additional indebtedness, repay other indebtedness, pay dividends, create liens on assets, make investments or acquisitions and engage in mergers or consolidations. We are also required to comply with specified financial and other tests and ratios, each as defined in the U.S. credit agreement including: a ratio of current assets to current liabilities, a fixed charge coverage ratio, a ratio of debt to stockholders' equity and a ratio of debt to earnings before interest, taxes, depreciation and amortization ("EBITDA"). A breach of these requirements would give rise to certain remedies under the agreement, the most severe of which is the termination of the agreement and acceleration of the amounts owed.

The U.S. credit agreement also contains typical events of default, including change of control, non-payment of obligations and cross-defaults to our other material indebtedness. Substantially all of our U.S. assets are subject to security interests granted to lenders under the U.S. credit agreement. As of September 30, 2014, $174.0 million of revolver borrowings and $98.0 million of term loans were outstanding under the U.S. credit agreement.

U.K. Credit Agreement

Our subsidiaries in the U.K. (the "U.K. subsidiaries") are party to a £100.0 million revolving credit agreement with the Royal Bank of Scotland plc (RBS) and BMW Financial Services (GB) Limited, and an additional £10.0 million demand overdraft line of credit with RBS (collectively, the "U.K. credit agreement") to be used for working capital, acquisitions, capital expenditures, investments and general corporate purposes through November 2015. The revolving loans bear interest between defined LIBOR plus 1.35% and defined LIBOR plus 3.0% and the demand overdraft line of credit bears interest at the Bank of England Base Rate plus 1.75%. As of September 30, 2014, outstanding loans under the U.K. credit agreement amounted to £84.0 million ($136.2 million).

The U.K. Credit Agreement is fully and unconditionally guaranteed on a joint and several basis by our U.K. subsidiaries, and contains a number of significant covenants that, among other things, restrict the ability of our U.K. subsidiaries to pay dividends, dispose of assets, incur additional indebtedness, repay other indebtedness, create liens on assets, make investments or acquisitions and engage in mergers or consolidations. In addition, our U.K. subsidiaries are required to comply with defined ratios and tests, including: a ratio of earnings before interest, taxes, amortization, and rental payments ("EBITAR") to interest plus rental payments, a measurement of maximum capital expenditures, and a debt to EBITDA ratio. A breach of these requirements would give rise to certain remedies under the agreement, the most severe of which is the termination of the agreement and acceleration of any amounts owed.

The U.K. credit agreement also contains typical events of default, including change of control and non-payment of obligations and cross-defaults to other material indebtedness of our U.K. subsidiaries. Substantially all of our U.K. subsidiaries' assets are subject to security interests granted to lenders under the U.K. credit agreement. In September 2014, we amended the U.K. credit agreement and U.K. term loan (discussed below) to provide the U.K. subsidiaries with covenant flexibility to fund the purchase of MTU Detroit Diesel Australia (discussed above).

In 2012, our U.K. subsidiaries entered into a separate agreement with RBS, as agent for National Westminster Bank plc, providing for a £30.0 million term loan which was used for working capital and an acquisition. The term loan is repayable in £1.5 million quarterly installments through 2015 with a final payment of £7.5 million due December 31, 2015. The term loan bears interest between 2.675% and 4.325%, depending on the U.K. subsidiaries' ratio of net borrowings to earnings before interest, taxes, depreciation and amortization (as defined). As of September 30, 2014, the amount outstanding under the U.K. term loan was £13.5 million ($21.9 million).

5.75% Senior Subordinated Notes

In August 2012, we issued $550.0 million in aggregate principal amount of 5.75% Senior Subordinated Notes due 2022 (the "5.75% Notes").

Interest on the 5.75% Notes is payable semi-annually on April 1 and October 1 of each year. The 5.75% Notes mature on October 1, 2022, unless earlier redeemed or purchased by us. The 5.75% Notes are our unsecured senior subordinated obligations and are guaranteed on an unsecured senior subordinated basis by our existing 100% owned U.S. subsidiaries. The 5.75% Notes also contain customary negative covenants and events of default.

On or after October 1, 2017, we may redeem the 5.75% Notes for cash at the redemption prices noted in the indenture, plus any accrued and unpaid interest. We may also redeem up to 40% of the 5.75% Notes using the proceeds of specified equity offerings at any time prior to October 1, 2015 at a price specified in the indenture.

If we experience certain "change of control" events specified in the indenture, holders of the 5.75% Notes will have the option to require us to purchase for cash all or a portion of their notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest. In addition, if we make certain asset sales and do not reinvest the proceeds thereof or use such proceeds to repay certain debt, we will be required to use the proceeds of such asset sales to make an offer to purchase the notes at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest.

Car Rental Revolver

We are party to a credit agreement with Toyota Motor Credit Corporation that currently provides us with up to $200.0 million in revolving loans for the acquisition of rental vehicles. The revolving loans bear interest at three-month LIBOR plus 2.50%. This agreement provides the lender with a secured interest in the vehicles and our rental car operations' other assets, requires us to make monthly curtailment payments and expires in

October 2015. As of September 30, 2014, outstanding loans under the rental car revolver amounted to $110.0 million.

Working Capital Loan Agreement

In December 2013, we entered into a working capital loan agreement with Mercedes-Benz Financial Services Australia Pty Ltd that provides us with up to AU $28.0 million ($25.9 million) of working capital availability. This agreement provides the lender with a secured interest in certain inventory and receivables of our commercial vehicle business. The loan bears interest at the Australian BBSW 30-day Bill Rate plus 2.35%. As of September 30, 2014, no loans were outstanding under the working capital loan agreement.

Mortgage Facilities

We are party to several mortgages which bear interest at defined rates and require monthly principal and interest payments. These mortgage facilities also contain typical events of default, including non-payment of obligations, cross-defaults to our other material indebtedness, certain change of control events, and the loss or sale of certain franchises operated at the properties. Substantially all of the buildings and improvements on the properties financed pursuant to the mortgage facilities are subject to security interests granted to the lender. As of September 30, 2014, we owed $130.9 million of principal under our mortgage facilities.

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8. Derivatives and Hedging

We periodically use interest rate swaps to manage interest rate risk associated with our variable rate floor plan debt. We are party to interest rate swap agreements through December 2014 pursuant to which the LIBOR portion of $300.0 million of our floating rate floor plan debt is fixed at a rate of 2.135% and $100.0 million of our floating rate floor plan debt is fixed at a rate of 1.55%. We may terminate these agreements at any time, subject to the settlement of the then current fair value of the swap arrangements.

We used Level 2 inputs to estimate the fair value of the interest rate swap agreements. As of September 30, 2014 and December 31, 2013, the fair value of the swaps designated as hedging instruments was estimated to be a liability of $2.5 million and $7.7 million, respectively. During 2014 and 2013, there was no hedge ineffectiveness recorded in our income statement. During the three and nine months ended September 30, 2014, the swaps increased the weighted average interest rate on our floor plan borrowings by approximately 29 basis points.

Our commercial vehicle business sells vehicles and parts purchased from manufacturers in the U.S., Germany, and the U.K. In order to protect against exchange rate movements, we enter into foreign exchange forward contracts against anticipated cash flows. The contracts are timed to mature when major shipments are scheduled to arrive in Australia and when receipt of payment from customers is expected. We classify our foreign exchange forward contracts as cash flow hedges and state them at fair value. We used Level 2 inputs to estimate the fair value of the forward foreign exchange contracts. The fair value of the contracts designated as hedging instruments was estimated to be an asset of $1.5 million and $2.2 million as of September 30, 2014 and December 31, 2013, respectively.

9. Commitments and Contingent Liabilities

We are involved in litigation which may relate to claims brought by governmental authorities, issues with customers, and employment related matters, including class action claims and purported class action claims. As of September 30, 2014, we were not party to any legal proceedings, including class action lawsuits that, individually or in the aggregate, are reasonably expected to 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 results of operations, financial condition or cash flows.

We have historically structured our operations so as to minimize ownership of real property. As a result, we lease or sublease substantially all of our facilities. These leases are generally for a period between five and 20 years, and are typically structured to include renewal options at our election. Pursuant to the leases for some of our larger facilities, we are required to comply with specified financial ratios, including a “rent coverage” ratio and a debt to EBITDA ratio, each as defined. For these leases, non-compliance with the ratios may require us to post collateral in the form of a letter of credit. A breach of the other lease covenants gives rise to certain remedies by the landlord, the most severe of which include the termination of the applicable lease and acceleration of the total rent payments due under the lease. As of September 30, 2014, we were in compliance with all covenants under these leases.

We have sold a number of dealerships to third parties and, as a condition to certain of those sales, remain liable for the lease payments relating to the properties on which those businesses operate in the event of non-payment by the buyer. We are also party to lease agreements on properties that we no longer use in our retail operations that we have sublet to third parties. We rely on subtenants to pay the rent and maintain the property at these locations. In the event the subtenant does not perform as expected, we may not be able to recover amounts owed to us and we could be required to fulfill these obligations.

We hold a 9.0% ownership interest in PTL. Historically General Electric Capital Corporation (“GECC”) has provided PTL with a majority of its financing. Since April 2012, PTL has refinanced all of its GECC indebtedness. As part of that refinancing, we and the other PTL partners created a new company (“Holdings”), which, together with GECC, co-issued $700.0 million of 3.8% senior unsecured notes (the “Holdings Bonds”). GECC agreed to be a co-obligor of the Holdings Bonds in order to achieve lower interest rates on the Holdings Bonds. Additional capital contributions from the members may be required to fund interest and principal payments on the Holdings Bonds. In addition, we have agreed to indemnify GECC for 9.0% of any principal or interest that GECC is required to pay as co-obligor, and pay GECC an annual fee of approximately $0.95 million for acting as co-obligor. The maximum amount of our potential obligations to GECC under this agreement are 9.0% of the required principal repayment due in 2019 (which is expected to be $63.1 million) and 9.0% of interest payments under the Holdings Bonds, plus fees and default interest, if any.

Our floor plan credit agreement with Mercedes Benz Financial Services Australia (“MBA”) provides us revolving loans for the acquisition of commercial vehicles for distribution to our retail network. This facility includes a limited parent guarantee and a commitment to repurchase dealer vehicles in the event the dealer’s floor plan agreement with MBA is terminated.

We have $24.1 million of letters of credit outstanding as of September 30, 2014, and have posted $13.3 million of surety bonds in the ordinary course of business.

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10. Equity

Share Repurchase

During the nine months ended September 30, 2014, we repurchased 175,000 shares of our outstanding common stock for $8.0 million, or an average of $45.95 per share, under a program approved by our Board of Directors. During the third quarter of 2014, we did not repurchase any common stock under this program. As of September 30, 2014, our remaining authorization under the program was $77.6 million. Additionally, during the nine months ended September 30, 2014, we acquired 160,350 shares of our common stock for $7.5 million, or an average of $46.48, from employees in connection with a net share settlement feature of employee equity awards.

11. Accumulated Other Comprehensive Income / (Loss)

Changes in accumulated other comprehensive income / (loss) by component and the reclassifications out of accumulated other comprehensive income / (loss) during the three and nine months ended September 30, 2014 and 2013, attributable to Penske Automotive Group common stockholders follows:

Three Months Ended September 30, 2014

	Foreign Currency Translation	Other	Total
Balance at June 30, 2014	$ 37.8	$ (0.9)	$ 36.9
Other comprehensive income before reclassifications	(52.8)	1.4	(51.4)
Amounts reclassified from accumulated other comprehensive income - net of tax	—	1.1	1.1
Net current-period other comprehensive income	(52.8)	2.5	(50.3)
Balance at September 30, 2014	$ (15.0)	$ 1.6	$ (13.4)

Three Months Ended September 30, 2013

	Foreign Currency Translation	Other	Total
Balance at June 30, 2013	$ (36.9)	$ (4.6)	$ (41.5)
Other comprehensive income before reclassifications	41.8	(3.9)	37.9
Amounts reclassified from accumulated other comprehensive income - net of tax	—	0.5	0.5
Net current-period other comprehensive income	41.8	(3.4)	38.4
Balance at September 30, 2013	$ 4.9	$ (8.0)	$ (3.1)

Nine Months Ended September 30, 2014

	Foreign Currency Translation	Other	Total
Balance at December 31, 2013	$ 11.4	$ 0.2	$ 11.6
Other comprehensive income before reclassifications	(26.4)	(2.0)	(28.4)
Amounts reclassified from accumulated other comprehensive income - net of tax	—	3.4	3.4
Net current-period other comprehensive income	(26.4)	1.4	(25.0)
Balance at September 30, 2014	$ (15.0)	$ 1.6	$ (13.4)

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Nine Months Ended September 30, 2013

	Foreign Currency Translation	Other	Total
Balance at December 31, 2012	$ (1.2)	$ (5.6)	$ (6.8)
Other comprehensive income before reclassifications	7.0	(4.6)	2.4
Amounts reclassified from accumulated other comprehensive income - net of tax	(0.9)	2.2	1.3
Net current-period other comprehensive income	6.1	(2.4)	3.7
Balance at September 30, 2013	$ 4.9	$ (8.0)	$ (3.1)

Within the amounts reclassified from accumulated other comprehensive income, amounts associated with Other relate to interest rate swaps and are included in floor plan interest expense. The amount associated with foreign currency translation for the nine months ended September 30, 2013 is included in selling, general, and administrative expenses.

12. Segment Information

Our operations are organized by management into operating segments by line of business and geography. We have determined that we have two reportable segments as defined in generally accepted accounting principles for segment reporting: (i) Retail, consisting of our automotive retail operations, and (ii) Other, consisting of our commercial vehicle operating segment, our car rental business operating segment and our investments in non-automotive retail operations operating segment. The Retail reportable segment includes all automotive dealerships and all departments relevant to the operation of the dealerships and the retail automotive joint ventures. The individual dealership operations included in the Retail reportable segment have been grouped into four geographic operating segments: Eastern, Central, and Western United States and International. The geographic operating segments have been aggregated into one reportable segment as their operations (A) have similar economic characteristics (all are automotive dealerships having similar margins), (B) offer similar products and services (all sell new and used vehicles, service, parts and third-party finance and insurance products), (C) have similar target markets and customers (generally individuals) and (D) have similar distribution and marketing practices (all distribute products and services through dealership facilities that market to customers in similar fashions).

Revenue and segment income for the three and nine months ended September 30, 2014 and 2013 follows:

Three Months Ended September 30

	Retail	Other	Intersegment Elimination	Total
Revenues				
2014	$ 4,305.3	$ 119.0	$ (6.4)	$ 4,417.9
2013	3,698.8	66.0	(5.7)	3,759.1
Segment income				
2014	100.8	15.2	0.2	116.2
2013	84.0	13.5	0.1	97.6

Nine Months Ended September 30

	Retail	Other	Intersegment Elimination	Total
Revenues				
2014	$ 12,566.0	$ 359.7	$ (53.1)	$ 12,872.6
2013	10,678.1	88.0	(27.1)	10,739.0
Segment income				
2014	301.0	38.4	(0.2)	339.2
2013	259.0	23.2	(0.3)	281.9

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13. Condensed Consolidating Financial Information

The following tables include condensed consolidating financial information as of September 30, 2014 and December 31, 2013 and for the three and nine month periods ended September 30, 2014 and 2013 for Penske Automotive Group, Inc. (as the issuer of the 5.75% Notes), guarantor subsidiaries and non-guarantor subsidiaries (primarily representing non-U.S. entities). Guarantor subsidiaries are directly or indirectly 100% owned by PAG, and the guarantees are full and unconditional, and jointly and several. The condensed consolidating financial information includes certain allocations of balance sheet, income statement and cash flow items which are not necessarily indicative of the financial position, results of operations and cash flows of these entities on a stand-alone basis.

CONDENSED CONSOLIDATING BALANCE SHEET
September 30, 2014

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
			(In millions)		
Cash and cash equivalents	$ 150.5	$ —	$ —	$ —	$ 150.5
Accounts receivable, net	643.8	(405.2)	405.2	311.9	331.9
Inventories	2,479.0	—	—	1,368.2	1,110.8
Other current assets	100.4	—	3.9	30.3	66.2
Assets held for sale	45.6	—	—	10.4	35.2
Total current assets	3,419.3	(405.2)	409.1	1,720.8	1,694.6
Property and equipment, net	1,375.1	—	3.7	885.7	485.7
Intangible assets	1,482.7	—	—	826.6	656.1
Equity method investments	386.5	—	316.8	—	69.7
Other long-term assets	18.7	(1,867.3)	1,878.0	5.4	2.6
Total assets	$ 6,682.3	$ (2,272.5)	$ 2,607.6	$ 3,438.5	$ 2,908.7
Floor plan notes payable	$ 1,606.1	$ —	$ —	$ 893.9	$ 712.2
Floor plan notes payable — non-trade	893.6	—	127.0	414.6	352.0
Accounts payable	382.7	—	3.0	139.3	240.4
Accrued expenses	317.3	(405.2)	0.2	153.0	569.3
Current portion of long-term debt	71.8	—	—	57.7	14.1
Liabilities held for sale	33.7	—	—	4.6	29.1
Total current liabilities	3,305.2	(405.2)	130.2	1,663.1	1,917.1
Long-term debt	1,161.6	(255.0)	822.0	174.3	420.3
Deferred tax liabilities	374.3	—	—	349.1	25.2
Other long-term liabilities	185.8	—	—	61.9	123.9
Total liabilities	5,026.9	(660.2)	952.2	2,248.4	2,486.5
Total equity	1,655.4	(1,612.3)	1,655.4	1,190.1	422.2
Total liabilities and equity	$ 6,682.3	$ (2,272.5)	$ 2,607.6	$ 3,438.5	$ 2,908.7

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CONDENSED CONSOLIDATING BALANCE SHEET
December 31, 2013

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
			(In millions)		
Cash and cash equivalents	$ 49.8	$ —	$ —	$ 12.6	$ 37.2
Accounts receivable, net	600.8	(392.5)	392.5	382.1	218.7
Inventories	2,518.3	—	—	1,416.2	1,102.1
Other current assets	88.4	—	2.9	43.4	42.1
Assets held for sale	107.3	—	—	61.0	46.3
Total current assets	3,364.6	(392.5)	395.4	1,915.3	1,446.4
Property and equipment, net	1,232.2	—	4.0	800.0	428.2
Intangible assets	1,439.9	—	—	771.6	668.3
Equity method investments	346.9	—	294.9	—	52.0
Other long-term assets	31.9	(1,686.0)	1,697.5	5.2	15.2
Total assets	$ 6,415.5	$ (2,078.5)	$ 2,391.8	$ 3,492.1	$ 2,610.1
Floor plan notes payable	$ 1,685.1	$ —	$ —	$ 1,009.5	$ 675.6
Floor plan notes payable — non-trade	901.6	—	128.1	445.7	327.8
Accounts payable	373.3	—	3.5	141.7	228.1
Accrued expenses	262.6	(392.5)	0.1	122.2	532.8
Current portion of long-term debt	50.0	—	—	39.5	10.5
Liabilities held for sale	59.7	—	—	31.0	28.7
Total current liabilities	3,332.3	(392.5)	131.7	1,789.6	1,803.5

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Long-term debt	1,033.2	(123.6)	738.0	158.4	260.4
Deferred tax liabilities	361.4	—	—	337.6	23.8
Other long-term liabilities	166.5	—	—	68.8	97.7
Total liabilities	4,893.4	(516.1)	869.7	2,354.4	2,185.4
Total equity	1,522.1	(1,562.4)	1,522.1	1,137.7	424.7
Total liabilities and equity	$ 6,415.5	$ (2,078.5)	$ 2,391.8	$ 3,492.1	$ 2,610.1

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CONDENSED CONSOLIDATING STATEMENT OF INCOME
Three Months Ended September 30, 2014

	Total Company	Eliminations	Penske Automotive Group (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Revenues	$ 4,417.9	$ —	$ —	$ 2,516.9	$ 1,901.0
Cost of sales	3,759.2	—	—	2,128.5	1,630.7
Gross profit	658.7	—	—	388.4	270.3
Selling, general and administrative expenses	512.9	—	11.5	293.8	207.6
Depreciation	17.8	—	0.4	10.1	7.3
Operating income (loss)	128.0	—	(11.9)	84.5	55.4
Floor plan interest expense	(11.2)	—	(2.4)	(5.2)	(3.6)
Other interest expense	(13.3)	—	(7.5)	(1.3)	(4.5)
Equity in earnings of affiliates	12.7	—	11.7	—	1.0
Equity in earnings of subsidiaries	—	(125.7)	125.7	—	—
Income (loss) from continuing operations before income taxes	116.2	(125.7)	115.6	78.0	48.3
Income taxes	(39.2)	42.6	(39.2)	(30.9)	(11.7)
Income (loss) from continuing operations	77.0	(83.1)	76.4	47.1	36.6
(Loss) income from discontinued operations, net of tax	(1.9)	1.9	(1.9)	(0.9)	(1.0)
Net income (loss)	75.1	(81.2)	74.5	46.2	35.6
Other comprehensive income (loss), net of tax	(51.0)	50.1	(51.0)	1.1	(51.2)
Comprehensive income	24.1	(31.1)	23.5	47.3	(15.6)
Less: Comprehensive income attributable to the non-controlling interests	(0.1)	0.7	(0.7)	—	(0.1)
Comprehensive income attributable to Penske Automotive Group common stockholders	$ 24.2	$ (31.8)	$ 24.2	$ 47.3	$ (15.5)

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CONDENSED CONSOLIDATING STATEMENT OF INCOME
Three Months Ended September 30, 2013

	Total Company	Eliminations	Penske Automotive Group (In millions)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Revenues	$ 3,759.1	$ —	$ —	$ 2,207.9	$ 1,551.2
Cost of sales	3,188.0	—	—	1,857.3	1,330.7
Gross profit	571.1	—	—	350.6	220.5
Selling, general and administrative expenses	446.4	—	5.5	270.6	170.3

Depreciation	15.4	—	0.4	9.1	5.9
Operating income (loss)	109.3	—	(5.9)	70.9	44.3
Floor plan interest expense	(10.6)	—	(2.4)	(4.8)	(3.4)
Other interest expense	(12.3)	—	(6.4)	(1.9)	(4.0)
Equity in earnings of affiliates	11.2	—	10.0	—	1.2
Equity in earnings of subsidiaries	—	(102.0)	102.0	—	—
Income (loss) from continuing operations before income taxes	97.6	(102.0)	97.3	64.2	38.1
Income taxes	(31.3)	32.3	(31.3)	(22.8)	(9.5)
Income (loss) from continuing operations	66.3	(69.7)	66.0	41.4	28.6
(Loss) income from discontinued operations, net of tax	(0.8)	0.8	(0.8)	0.4	(1.2)
Net income (loss)	65.5	(68.9)	65.2	41.8	27.4
Other comprehensive income (loss), net of tax	38.4	(38.6)	38.4	0.8	37.8
Comprehensive income	103.9	(107.5)	103.6	42.6	65.2
Less: Comprehensive income attributable to the non-controlling interests	0.2	—	—	—	0.2
Comprehensive income attributable to Penske Automotive Group common stockholders	$ 103.7	$ (107.5)	$ 103.6	$ 42.6	$ 65.0

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CONDENSED CONSOLIDATING STATEMENT OF INCOME
Nine Months Ended September 30, 2014

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
			(In millions)		
Revenues	$ 12,872.6	$ —	$ —	$ 7,178.0	$ 5,694.6
Cost of sales	10,923.0	—	—	6,034.2	4,888.8
Gross profit	1,949.6	—	—	1,143.8	805.8
Selling, general and administrative expenses	1,513.9	—	23.2	882.9	607.8
Depreciation	51.8	—	1.0	29.2	21.6
Operating income (loss)	383.9	—	(24.2)	231.7	176.4
Floor plan interest expense	(33.9)	—	(7.2)	(15.6)	(11.1)
Other interest expense	(39.5)	—	(22.0)	(3.6)	(13.9)
Equity in earnings of affiliates	28.7	—	25.3	—	3.4
Equity in earnings of subsidiaries	—	(365.3)	365.3	—	—
Income (loss) from continuing operations before income taxes	339.2	(365.3)	337.2	212.5	154.8
Income taxes	(114.4)	123.8	(114.4)	(82.7)	(41.1)
Income (loss) from continuing operations	224.8	(241.5)	222.8	129.8	113.7
(Loss) income from discontinued operations, net of tax	(7.9)	7.9	(7.9)	6.3	(14.2)
Net income (loss)	216.9	(233.6)	214.9	136.1	99.5
Other comprehensive income (loss), net of tax	(26.0)	24.9	(26.0)	3.2	(28.1)
Comprehensive income	190.9	(208.7)	188.9	139.3	71.4
Less: Comprehensive income attributable to the non-controlling interests	1.0	0.9	(0.9)	—	1.0
Comprehensive income attributable to Penske Automotive Group common stockholders	$ 189.9	$ (209.6)	$ 189.8	$ 139.3	$ 70.4

CONDENSED CONSOLIDATING STATEMENT OF INCOME
Nine Months Ended September 30, 2013

	Total Company	Eliminations	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
			(In millions)		
Revenues	$ 10,739.0	$ —	$ —	$ 6,364.8	$ 4,374.2
Cost of sales	9,081.8	—	—	5,330.3	3,751.5
Gross profit	1,657.2	—	—	1,034.5	622.7
Selling, general and administrative expenses	1,286.2	—	15.3	792.6	478.3
Depreciation	44.4	—	1.2	25.6	17.6
Operating income (loss)	326.6	—	(16.5)	216.3	126.8
Floor plan interest expense	(31.4)	—	(7.2)	(14.5)	(9.7)
Other interest expense	(35.7)	—	(18.1)	(4.1)	(13.5)
Equity in earnings of affiliates	22.4	—	18.8	—	3.6
Equity in earnings of subsidiaries	—	(303.8)	303.8	—	—
Income (loss) from continuing operations before income taxes	281.9	(303.8)	280.8	197.7	107.2
Income taxes	(94.5)	100.7	(94.4)	(74.0)	(26.8)
Income (loss) from continuing operations	187.4	(203.1)	186.4	123.7	80.4
(Loss) income from discontinued operations, net of tax	(1.4)	1.4	(1.4)	1.2	(2.6)
Net income (loss)	186.0	(201.7)	185.0	124.9	77.8
Other comprehensive income (loss), net of tax	4.3	(4.4)	4.3	2.9	1.5
Comprehensive income	190.3	(206.1)	189.3	127.8	79.3
Less: Comprehensive income attributable to the non-controlling interests	1.5	(0.5)	0.5	—	1.5
Comprehensive income attributable to Penske Automotive Group common stockholders	$ 188.8	$ (205.6)	$ 188.8	$ 127.8	$ 77.8

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
Nine Months Ended September 30, 2014

	Total Company	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
		(In millions)		
Net cash from continuing operating activities	$ 277.3	$ (19.3)	$ 168.9	$ 127.7
Investing activities:				
Purchase of equipment and improvements	(119.6)	(0.6)	(65.5)	(53.5)
Purchase of car rental vehicles	(93.5)	—	(93.5)	—
Disposal of car rental vehicles	45.1	—	45.1	—
Acquisitions, net	(86.2)	—	(80.5)	(5.7)
Other	(25.3)	4.1	(10.6)	(18.8)
Net cash from continuing investing activities	(279.5)	3.5	(205.0)	(78.0)
Financing activities:				
Net borrowings (repayments) of long-term debt	149.9	84.0	33.2	32.7
Net borrowings (repayments) of floor plan notes payable — non-trade	(8.0)	(1.2)	(28.8)	22.0
Repurchases of common stock	(15.5)	(15.5)	—	—
Dividends	(51.5)	(51.5)	—	—

Distributions from (to) parent	—	—	4.8	(4.8)
Other	0.3	—	—	0.3
Net cash from continuing financing activities	75.2	15.8	9.2	50.2
Net cash from discontinued operations	27.7	—	14.3	13.4
Net change in cash and cash equivalents	100.7	—	(12.6)	113.3
Cash and cash equivalents, beginning of period	49.8	—	12.6	37.2
Cash and cash equivalents, end of period	$ 150.5	$ —	$ —	$ 150.5

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
Nine Months Ended September 30, 2013

	Total Company	Penske Automotive Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
	(In millions)			
Net cash from continuing operating activities	$ 296.6	$ 59.4	$ 55.0	$ 182.2
Investing activities:				
Purchase of equipment and improvements	(122.2)	(0.9)	(83.0)	(38.3)
Purchase of car rental vehicles	(82.3)	—	(82.3)	—
Disposal of car rental vehicles	8.0	—	8.0	—
Acquisitions, net	(221.2)	—	(22.0)	(199.2)
Other	(15.5)	—	(15.5)	—
Net cash from continuing investing activities	(433.2)	(0.9)	(194.8)	(237.5)
Financing activities:				
Net borrowings (repayments) of long-term debt	123.9	(18.0)	71.2	70.7
Net borrowings (repayments) of floor plan notes payable — non-trade	78.0	16.0	28.8	33.2
Repurchases of common stock	(15.8)	(15.8)	—	—
Dividends	(40.7)	(40.7)	—	—
Distributions from (to) parent	—	—	1.1	(1.1)
Other	0.2	—	—	0.2
Net cash from continuing financing activities	145.6	(58.5)	101.1	103.0
Net cash from discontinued operations	18.5	—	8.7	9.8
Net change in cash and cash equivalents	27.5	—	(30.0)	57.5
Cash and cash equivalents, beginning of period	43.8	—	34.7	9.1
Cash and cash equivalents, end of period	$ 71.3	$ —	$ 4.7	$ 66.6

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Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including those discussed in "Forward Looking Statements." We have acquired and initiated a number of businesses during the periods presented and addressed in this Management's Discussion and Analysis of Financial Condition and Results of Operations. Our financial statements include the results of operations of those businesses from the date acquired or when they commenced operations. This Management's Discussion and Analysis of Financial Condition and Results of Operations has been updated to reflect the revision of our financial statements for entities which have been treated as discontinued operations through September 30, 2014.

Overview

We are an international transportation services company that operates automotive dealerships principally in the United States and Western Europe, and distributes commercial vehicles, engines, power systems and related parts and services principally in Australia and New Zealand. We employ approximately 20,000 people worldwide.

Automotive Dealership. We are the second largest automotive retailer headquartered in the U.S. as measured by the $14.7 billion in total revenue we generated in 2013. As of September 30, 2014, we operated 324 automotive retail franchises, of which 177 franchises are located in the U.S. and 147 franchises are located outside of the U.S. The franchises outside the U.S. are located primarily in the U.K. In the nine months ended September 30, 2014, we retailed and wholesaled more than 363,000 vehicles. We are diversified geographically, with 61% of our total automotive dealership revenues in the nine months ended September 30, 2014 generated in the U.S. and Puerto Rico and 39% generated outside the U.S. We offer over 35 vehicle brands, with 71% of our automotive dealership revenue in the nine months ended September 30, 2014 generated from premium brands, such as Audi, BMW, Mercedes-Benz and Porsche. Each of our dealerships offers a wide selection of new and used vehicles for sale. In addition to selling new and used vehicles, we generate higher-margin revenue at each of our dealerships through maintenance and repair services and the sale and placement of third-party finance and insurance products, third-party extended service and maintenance contracts and replacement and aftermarket automotive products. Automotive dealerships represented 97% of our total revenues and 96% of our total gross profit in the nine months ended September 30, 2014.

Commercial Vehicle, Engine, Power Systems, and Parts Distribution. On August 30, 2013, we completed the acquisition of Western Star Trucks Australia, the exclusive importer and distributor of Western Star heavy duty trucks (a Daimler brand), MAN heavy and medium duty trucks and buses (a VW Group brand), and Dennis Eagle refuse collection vehicles, together with associated parts across Australia, New Zealand and portions of Southeast Asia. The business distributes vehicles and parts to a network of more than 70 dealership locations, including three company-owned retail commercial vehicle dealerships. This business represented 2.4% of our total revenues and 2.6% of our total gross profit in the nine months ended September 30, 2014. In October 2014, we acquired MTU Detroit Diesel Australia Pty Ltd., a distributor of diesel and gas engines and power systems, operating across the on-and off-highway markets in Australia, New Zealand and the Pacific. The on-highway portion of this business complements our existing Western Star truck distribution business.

Car Rental. We are the Hertz car rental franchisee in the Memphis, Tennessee market and certain Indiana markets. We currently manage more than fifty on- and off-airport Hertz car rental locations with approximately 6,400 vehicles in the fleet. Our Hertz car rental operations represented 0.4% of our total revenues and 1.4% of our total gross profit in the nine months ended September 30, 2014 and complement our existing U.S. automotive dealership operations.

Penske Truck Leasing. We also hold a 9.0% ownership interest in Penske Truck Leasing Co., L.P. (‘‘PTL’’), a leading provider of transportation services and supply chain management. PTL operates and maintains approximately 200,000 vehicles and serves customers in North America, South America, Europe and Asia and is one of the largest purchasers of commercial trucks in North America. Product lines include full-service truck leasing, truck rental and contract maintenance, logistics services such as dedicated contract carriage, distribution center management, transportation management and acting as lead logistics provider. PTL is owned 41.1% by Penske Corporation, 9.0% by us and the remaining 49.9% of PTL is owned by direct and indirect subsidiaries of General Electric Capital Corporation (‘‘GECC’’). We account for our investment in PTL under the equity method, and we therefore record our share of PTL’s earnings each quarter on our statements of operations under the caption ‘‘Equity in Earnings of Affiliates,’’ which also includes the results of our other investments.

Outlook

The level of new automotive unit sales in our markets affects our results. The new vehicle market and the amount of customer traffic visiting our dealerships have improved during the past few years, and there are market expectations for sustained levels of sales for the remainder of 2014. For the nine months ended September 30, 2014, the U.S. automotive unit sales increased 5.5% to 12.4 million vehicles despite challenging weather conditions that affected much of the Central/Midwest and Northeastern markets during the first quarter. We believe the U.S. automotive market will maintain current sales levels based upon industry forecasts from companies such as IHS Automotive, Edmunds and Kelley Blue Book, coupled with demand in the marketplace, an aging vehicle population, a strong credit environment for consumers, and the planned introduction of new models by many different vehicle brands. We also foresee continued strong performance in our used vehicle and parts and service operations due to increased new unit sales in recent years and increased levels of lease returns.

During the nine months ended September 30, 2014, U.K. new vehicle registrations increased 9.1% from 2013 to 1.9 million registrations. Based on industry forecasts from entities such as the Society of Motor Manufacturers and Traders (www.smmt.co.uk), we believe the U.K. market will continue to be resilient as a result of U.K. motorists responding positively to new products, improving new car efficiency, the latest technologically advanced vehicles, particularly in the area of premium brand sales, and attractive financing offers.

Our commercial vehicle distribution and retail operations business operates in the Australian and New Zealand heavy and medium duty truck markets, the bus market and the refuse collection vehicle market. For the nine months ended September 30, 2014, the Australian market reported sales of 7,761 units representing a decrease of 6.1% from the same period in 2013. The New Zealand market reported sales of 2,433 units for the nine months ended September 30, 2014, representing an increase of 32.2% from the same period in 2013. The commercial parts distribution portion of our business has been increasing during the nine months ended September 30, 2014. We expect the parts distribution business will continue to be resilient. The brands we represent in Australia and New Zealand hold a 9.7% and 9.9% market share, respectively. We expect the Australian commercial vehicle market to continue to lag behind sales levels reported in 2013.

We expect PTL to benefit from the strong economic conditions in the United States. As described in ‘‘Forward Looking Statements,’’ there are a number of factors that could cause actual results to differ materially from our expectations.

Operating Overview

Automotive dealerships represent the majority of our results of operations. New and used vehicle revenues include sales to retail customers and to leasing companies providing consumer automobile leasing. We generate finance and insurance revenues from sales of third-party extended service contracts, sales of third-party insurance policies, commissions relating to the sale of finance and lease contracts to third parties and the sales of certain other products. Service and parts revenues include fees paid by customers for repair, maintenance and collision services, and the sale of replacement parts and other aftermarket accessories as well as warranty repairs which are reimbursed directly by various OEM's.

Our gross profit tends to vary with the mix of revenues we derive from the sale of new vehicles, used vehicles, finance and insurance products, and service and parts transactions. Our gross profit varies across product lines, with vehicle sales usually resulting in lower gross profit margins and our other revenues resulting in higher gross profit margins. Factors such as inventory and vehicle availability, customer demand, consumer confidence, unemployment, general economic conditions, seasonality, weather, credit availability, fuel prices and manufacturers' advertising and incentives also impact the mix of our revenues, and therefore influence our gross profit margin.

Aggregate gross profit increased $87.6 million, or 15.3%, and $292.4 million, or 17.6%, during the three and nine months ended September 30, 2014 compared to the same periods in 2013. The increase in gross profit is largely attributable to same-store increases in new and used vehicle, finance and insurance and service and parts gross profit. Additionally, as exchange rates fluctuate, our results of operations as reported in U.S. Dollars fluctuate. For example, if the British Pound were to strengthen against the U.S. Dollar, our U.K. results of operations would translate into more U.S. Dollar reported results. The British Pound strengthened against the U.S. Dollar by 7.5% and 8.0% during the three and nine months ended September 30, 2014, respectively, as compared to the same periods in 2013 resulting in a favorable impact on our results in both periods in 2014. Excluding the impact of foreign currency fluctuations, gross profit increased 12.9% and 14.8% during the three and nine months ended September 30, 2014. Our retail gross margin percentage decreased from 15.7% and 16.0% during the three and nine months ended September 30, 2013 to 15.4% and 15.7% during the three and nine months ended September 30, 2014, due primarily to an increase in the percentage of our revenues generated by vehicle sales, which carry a lower gross margin than other parts of our business.

Our selling expenses consist of advertising and compensation for sales personnel, including commissions and related bonuses. General and administrative expenses include compensation for administration, finance, legal and general management personnel, rent, insurance, utilities and other expenses. As the majority of our selling expenses are variable, and we believe a significant portion of our general and administrative expenses are subject to our control, we believe our expenses can be adjusted over time to reflect economic trends.

The results of our commercial distribution and retail business are principally driven by the number and types of vehicles ordered by our customers. The results of our car rental operations are principally driven by the volume and pricing of vehicle rentals in our markets.

Floor plan interest expense relates to financing incurred in connection with the acquisition of new and used vehicle inventories that is secured by those vehicles. Other interest expense consists of interest charges on all of our interest-bearing debt, other than interest relating to floor plan financing and includes interest relating to our commercial vehicle and car rental vehicle acquisitions. The cost of our variable rate indebtedness is based on the prime rate, defined London Interbank Offered Rate (''LIBOR''), the Bank of England Base Rate, the Finance House Base Rate, or the Euro Interbank Offered Rate or the Australian or New Zealand Bank Bill Swap Rate (BBSW). Our floor plan interest expense has increased during the three and nine months ended September 30, 2014 as a result of an increase in the amounts outstanding under floor plan arrangements. Our other interest expense has increased during the three and nine months ended September 30, 2014 due to an increased level of borrowing relating to our acquisition of the commercial vehicle business in 2013 as well as an increased level of borrowing relating to our Hertz rental car operations with the expansion into certain markets in Indiana in 2013.

Equity in earnings of affiliates represents our share of the earnings from our investments in joint ventures and other non-consolidated investments, including PTL. Because PTL is engaged in different businesses than we are, its operating performance may vary significantly from ours.

The future success of our business is dependent upon, among other things, general economic and industry conditions, our ability to consummate and integrate acquisitions, the level of vehicle sales in the markets where we operate, our ability to increase sales of higher margin products, especially service and parts services, our ability to realize returns on our significant capital investment in new and upgraded dealership facilities, our ability to integrate acquisitions, the success of our distribution of commercial vehicles and the return realized from our investments in various joint ventures and other non-consolidated investments. See ''Forward-Looking Statements'' below.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the application of accounting policies that often involve making estimates and employing judgments. Such judgments influence the assets, liabilities, revenues and expenses recognized in our financial statements. Management, on an ongoing basis, reviews these estimates and assumptions. Management may determine that modifications in assumptions and estimates are required, which may result in a material change in our results of operations or financial position.

The following are the accounting policies applied in the preparation of our financial statements that management believes are most dependent upon the use of estimates and assumptions.

Revenue Recognition

Automotive Dealership Vehicle, Parts and Service Sales. We record revenue when vehicles are delivered and title has passed to the customer, when vehicle service or repair work is completed and when parts are delivered to our customers. Sales promotions that we offer to customers are accounted for as a reduction of revenues at the time of sale. Rebates and other incentives offered directly to us by manufacturers are recognized as a reduction of cost of sales. Reimbursements of qualified advertising expenses are treated as a reduction of selling, general and administrative expenses. The amounts received under certain manufacturer rebate and incentive programs are based on the attainment of program objectives, and such earnings are recognized either upon the sale of the vehicle for which the award was received, or upon attainment of the particular program goals if not associated with individual vehicles. Taxes collected from customers and remitted to governmental authorities are recorded on a net basis (excluded from revenue). During the nine months ended September 30, 2014 and 2013, we earned $435.1 million, and $354.5 million, respectively, of rebates, incentives and reimbursements from manufacturers, of which $424.7 million, and $345.4 million, respectively, was recorded as a reduction of cost of sales. The remaining $10.4 million and $9.1 million was recorded as a reduction of selling, general and administrative expenses.

Automotive Dealership Finance and Insurance Sales. Subsequent to the sale of a vehicle to a customer, we sell installment sale contracts to various financial institutions on a non-recourse basis (with specified exceptions) to mitigate the risk of default. We receive a commission from the lender equal to either the difference between the interest rate charged to the customer and the interest rate set by the financing institution or a flat fee. We also receive commissions for facilitating the sale of various products to customers, including guaranteed auto protection insurance, vehicle theft protection and extended service contracts. These commissions are recorded as revenue at the time the customer enters into the contract. In the case of finance contracts, a customer may prepay or fail to pay their contract, thereby terminating the contract. Customers may also terminate extended service contracts and other insurance products, which are fully paid at purchase, and become eligible for refunds of unused premiums. In these circumstances, a portion of the commissions we received may be charged back based on the terms of the contracts. The revenue we record relating to these transactions is net of an estimate of the amount of chargebacks we will be required to pay. Our estimate is based upon our historical experience with similar contracts, including the impact of refinance and default rates on retail finance contracts and cancellation rates on extended service contracts and other insurance products. Aggregate reserves relating to chargeback activity were $25.1 million and $23.3 million as of September 30, 2014 and December 31, 2013, respectively.

Commercial Vehicle and Car Rental Revenue. Revenue from the distribution of vehicles and parts is recognized at the time of delivery of goods to the retailer. Car Rental and rental related revenues are recognized over the period the vehicles and accessories are rented based on the terms of the rental contract. Taxes collected from customers and remitted to the governmental authorities are recorded on a net basis (excluded from revenue).

Impairment Testing

Franchise value impairment is assessed during the fourth quarter every year and upon the occurrence of an indicator of impairment through a comparison of its carrying amount and estimated fair value. An indicator of impairment exists if the carrying value of a franchise exceeds its estimated fair value and an impairment loss may be recognized up to that excess. The fair value of franchise value is determined using a discounted cash flow approach, which includes assumptions about revenue and profitability growth, franchise profit margins, and the cost of capital. We also evaluate our franchise agreements in connection with the annual impairment testing to determine whether events and circumstances continue to support our assessment that the franchise agreements have an indefinite life.

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Goodwill impairment is assessed at the reporting unit level during the fourth quarter every year and upon the occurrence of an indicator of impairment. Our operations are organized by management into operating segments by line of business and geography. We have determined that we have two reportable segments as defined in generally accepted accounting principles for segment reporting: (i) Retail, consisting of our automotive retail operations, and (ii) Other, consisting of our commercial vehicle operating segment, our car rental business operating segment, and our investments in non-automotive retail operations. We have determined that the dealerships in each of our operating segments within the Retail reportable segment are components that are aggregated into four geographical reporting units for the purpose of goodwill impairment testing, as they (A) have similar economic characteristics (all are automotive dealerships having similar margins), (B) offer similar products and services (all sell new and used vehicles, service, parts and third-party finance and insurance products), (C) have similar target markets and customers (generally individuals) and (D) have similar distribution and marketing practices (all distribute products and services through dealership facilities that market to customers in similar fashions). The geographic reporting units are Eastern, Central, and Western United States and International. The goodwill included in our Other reportable segment relates to our car rental business operating segment and our commercial vehicle operating segment. The car rental business operating segment has been identified as its own reporting unit. Our commercial vehicle operating segment has two geographic reporting units.

For our retail operations reporting units, we may prepare a qualitative assessment of the carrying value of goodwill using the criteria in ASC 350-20-35-3 to determine whether it is more likely than not that a reporting unit's fair value is less than its carrying value. If it were determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, additional analysis would be unnecessary. If additional impairment testing was necessary, we would estimate the fair value of our reporting units using an ''income'' valuation approach. The ''income'' valuation approach estimates our enterprise value using a net present value model, which discounts projected free cash flows of our business using the weighted average cost of capital as the discount rate. In connection with this process, we also reconcile the estimated aggregate fair values of our reporting units to our market capitalization. We believe that this reconciliation process is consistent with a market participant perspective. This consideration would also include a control premium that represents the estimated amount an investor would pay for our equity securities to obtain a controlling interest and other significant assumptions including revenue and profitability growth, franchise profit margins, residual values and the cost of capital.

For our car rental business reporting unit, we perform an analysis comparing the estimated fair value of the reporting unit with its carrying value. We estimate the fair value of our reporting unit using an ‘‘income’’ valuation approach.

Investments

We account for each of our investments under the equity method, pursuant to which we record our proportionate share of the investee’s income each period. The net book value of our investments was $386.5 million and $346.9 million as of September 30, 2014 and December 31, 2013, respectively, including $281.3 million relating to PTL as of September 30, 2014. Investments for which there is not a liquid, actively traded market are reviewed periodically by management for indicators of impairment. If an indicator of impairment is identified, management estimates the fair value of the investment using a discounted cash flow approach, which includes assumptions relating to revenue and profitability growth, profit margins, and our cost of capital. Declines in investment values that are deemed to be other than temporary may result in an impairment charge reducing the investments’ carrying value to fair value.

Self-Insurance

We retain risk relating to certain of our general liability insurance, workers’ compensation insurance, auto physical damage insurance, property insurance, employment practices liability insurance, directors and officers insurance and employee medical benefits in the U.S. As a result, we are likely to be responsible for a significant portion of the claims and losses incurred under these programs. The amount of risk we retain varies by program, and, for certain exposures, we have pre-determined maximum loss limits for certain individual claims and/or insurance periods. Losses, if any, above the pre-determined loss limits are paid by third-party insurance carriers. Certain insurers have limited available property coverage in response to the natural catastrophes experienced in recent years. Our estimate of future losses is prepared by management using our historical loss experience and industry-based development factors. Aggregate reserves relating to retained risk were $26.1 million and $21.1 million as of September 30, 2014 and December 31, 2013, respectively. Changes in the reserve estimate during 2014 relate primarily to our general liability and workers compensation programs.

Income Taxes

Tax regulations may require items to be included in our tax returns at different times than the items are reflected in our financial statements. Some of these differences are permanent, such as expenses that are not deductible on our tax return, and some are temporary differences, such as the timing of depreciation expense. Temporary differences create deferred tax assets and liabilities. Deferred tax assets generally represent items that will be used as a tax deduction or credit in our tax returns in future years which we have already recorded in our financial statements. Deferred tax liabilities generally represent deductions taken on our tax returns that have not yet been recognized as expense in our financial statements. We establish valuation allowances for our deferred tax assets if the amount of expected future taxable income is not likely to allow for the use of the deduction or credit.

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Classification in Continuing and Discontinued Operations

We classify the results of our operations in our consolidated financial statements based on generally accepted accounting principles relating to discontinued operations, which requires judgments, including whether a business will be divested, whether the cash flows will be replaced, the period required to complete the divestiture, and the likelihood of changes to the divestiture plans. If we determine that a business should be either reclassified from continuing operations to discontinued operations or from discontinued operations to continuing operations, our consolidated financial statements for prior periods are revised to reflect such reclassification.

New Accounting Pronouncements

Please see the disclosures provided under “**New Accounting Pronouncements**” in Part I, Item 1, Note 1 of the Notes to our Consolidated Condensed Financial Statements set forth above which are incorporated by reference herein.

Results of Operations

The following tables present comparative financial data relating to our operating performance in the aggregate and on a “same-store” basis. Dealership results are included in same-store comparisons when we have consolidated the acquired entity during the entirety of both periods being compared. As an example, if a dealership was acquired on January 15, 2012, the results of the acquired entity would be included in annual same-store comparisons beginning with the year ended December 31, 2014 and in quarterly same store comparisons beginning with the quarter ended June 30, 2013.

Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

Automotive Retail New Vehicle Data

			2014 vs 2013	
Dollars in millions, except unit and per unit amounts	**2014**	**2013**	**Change**	**% Change**
New retail unit sales	57,273	52,463	4,810	9.2%
Same-store new retail unit sales	54,572	52,463	2,109	4.0%

New retail sales revenue	$ 2,231.1	$ 1,964.5	$ 266.6	13.6%
Same-store new retail sales revenue	$ 2,127.7	$ 1,964.5	$ 163.2	8.3%
New retail sales revenue per unit	$ 38,955	$ 37,445	$ 1,510	4.0%
Same-store new retail sales revenue per unit	$ 38,989	$ 37,445	$ 1,544	4.1%
Gross profit — new	$ 171.2	$ 147.5	$ 23.7	16.1%
Same-store gross profit — new	$ 163.1	$ 147.5	$ 15.6	10.6%
Average gross profit per new vehicle retailed	$ 2,989	$ 2,812	$ 177	6.3%
Same-store average gross profit per new vehicle retailed	$ 2,988	$ 2,812	$ 176	6.3%
Gross margin % — new	7.7%	7.5%	0.2%	2.7%
Same-store gross margin % — new	7.7%	7.5%	0.2%	2.7%

Units

Retail unit sales of new vehicles increased 4,810 units, or 9.2%, from 2013 to 2014, including a 7.7% increase in the U.S. and a 12.6% increase internationally. The increase is due to a 2,109 unit, or 4.0%, increase in same-store retail unit sales during the period, coupled with a 2,701 unit increase from net dealership acquisitions. Same-store units increased 2.3% in the U.S. and 8.1% internationally due in part to more favorable macro-economic conditions in the U.S. and in the U.K. The overall same-store increase was driven primarily by a 5.5% increase in premium brands. Overall, we believe our premium and volume non-U.S. brands are being positively impacted by improved market conditions including increased credit availability, pent-up demand, and the introduction of new models.

Revenues

New vehicle retail sales revenue increased $266.6 million, or 13.6%, from 2013 to 2014. The increase is due to a $163.2 million, or 8.3%, increase in same-store revenues, coupled with a $103.4 million increase from net dealership acquisitions. Same-store retail revenue increased 5.3% in the U.S. and 14.4% internationally due in part to more favorable macro-economic conditions in the U.S. and in the U.K. The overall same-store revenue increase is due to the 4.0% increase in same-store retail unit sales, which increased revenue by $82.2 million, coupled with a $1,544 or 4.1%, increase in average selling prices per unit, which increased revenue by $81.0 million.

Gross Profit

Retail gross profit from new vehicle sales increased $23.7 million, or 16.1%, from 2013 to 2014. The increase is due to a $15.6 million, or 10.6%, increase in same-store gross profit, coupled with an $8.1 million increase from net dealership acquisitions. The same-store increase is

due to the 4.0% increase in retail unit sales, which increased gross profit by $6.3 million, coupled with a $176, or 6.3%, increase in the average gross profit per new vehicle retailed, which increased gross profit by $9.3 million.

Automotive Retail Used Vehicle Data

Dollars in millions, except unit and per unit amounts	2014	2013	2014 vs. 2013 Change	2014 vs. 2013 % Change
Used retail unit sales	47,690	42,751	4,939	11.6%
Same-store used retail unit sales	45,678	42,751	2,927	6.8%
Used retail sales revenue	$ 1,301.9	$ 1,078.5	$ 223.4	20.7%
Same-store used retail sales revenue	$ 1,257.1	$ 1,078.5	$ 178.6	16.6%
Used retail sales revenue per unit	$ 27,299	$ 25,227	$ 2,072	8.2%
Same-store used retail sales revenue per unit	$ 27,520	$ 25,227	$ 2,293	9.1%
Gross profit — used	$ 85.8	$ 79.9	$ 5.9	7.4%
Same-store gross profit — used	$ 82.6	$ 79.9	$ 2.7	3.4%
Average gross profit per used vehicle retailed	$ 1,800	$ 1,869	$ (69)	(3.7)%
Same-store average gross profit per used vehicle retailed	$ 1,809	$ 1,869	$ (60)	(3.2)%
Gross margin % — used	6.6%	7.4%	(0.8)%	(10.8)%
Same-store gross margin % — used	6.6%	7.4%	(0.8)%	(10.8)%

Units

Retail unit sales of used vehicles increased 4,939 units, or 11.6%, from 2013 to 2014, including an 11.2% increase in the U.S. and a 12.4% increase internationally. The increase is due to a 2,927 unit, or 6.8%, increase in same-store retail unit sales, coupled with a 2,012 unit increase from net dealership acquisitions. Same-store units increased 6.0% in the U.S. and 8.6% internationally. The overall same-store increase was driven primarily by an 11.5% increase in premium brands. We believe that overall our same-store used vehicle sales are being positively impacted by improved market conditions including increased credit availability, pent-up demand, an increase in trade-in units due to an increase in new unit sales, an increase in lease returns, and our focus on retailing trade-ins.

Revenues

Used vehicle retail sales revenue increased $223.4 million, or 20.7%, from 2013 to 2014. The increase is due to a $178.6 million, or 16.6%, increase in same-store revenues, coupled with a $44.8 million increase from net dealership acquisitions. Same-store retail revenue increased 11.9% in the U.S. and 22.8% internationally. The overall same-store revenue increase is due to the 6.8% increase in same-store retail unit sales, which increased revenue by $80.6 million, coupled with a $2,293 or 9.1%, increase in comparative average selling prices per unit, which increased revenue by $98.0 million.

Gross Profit

Retail gross profit from used vehicle sales increased $5.9 million, or 7.4%, from 2013 to 2014. The increase is due to a $2.7 million, or 3.4%, increase in same-store gross profit, coupled with a $3.2 million increase from net dealership acquisitions. The increase in same-store gross profit is due to the 6.8% increase in used retail unit sales, which increased gross profit by $5.3 million, somewhat offset by a $60, or 3.2%, decrease in average gross profit per used vehicle retailed, which decreased retail gross profit by $2.6 million.

Automotive Retail Finance and Insurance Data

					2014 vs. 2013		
Dollars in millions, except per unit amounts		**2014**		**2013**		**Change**	**% Change**
Finance and insurance revenue	$	114.7	$	98.2	$	16.5	16.8%
Same-store finance and insurance revenue	$	110.2	$	98.2	$	12.0	12.2%
Finance and insurance revenue per unit	$	1,092	$	1,032	$	60	5.8%
Same-store finance and insurance revenue per unit	$	1,100	$	1,032	$	68	6.6%

Finance and insurance revenue increased $16.5 million, or 16.8%, from 2013 to 2014. The increase is due to a $12.0 million, or 12.2%, increase in same-store revenues during the period, coupled with a $4.5 million increase from net dealership acquisitions. The same-store revenue increase is due to a 5.3% increase in same-store retail unit sales, which increased revenue by $5.5 million, coupled with a $68, or 6.6%, increase in comparative average finance and insurance revenue per unit, which increased revenue by $6.5 million. Finance and insurance revenue per unit was up 4.1% to $1,042 per unit in the U.S. and up 9.1% to $1,200 per unit internationally. We believe the increases are due to our efforts to increase finance and insurance revenue, which include adding resources to drive additional training, product penetration and targeting underperforming locations.

Automotive Retail Service and Parts Data

					2014 vs. 2013		
Dollars in millions, except per unit amounts		**2014**		**2013**		**Change**	**% Change**
Service and parts revenue	$	435.5	$	375.0	$	60.5	16.1%
Same-store service and parts revenue	$	416.4	$	375.0	$	41.4	11.0%
Gross profit	$	258.7	$	225.7	$	33.0	14.6%
Same-store gross profit	$	249.2	$	225.7	$	23.5	10.4%
Gross margin %		59.4%		60.2%		(0.8)%	(1.3)%
Same-store gross margin %		59.8%		60.2%		(0.4)%	(0.7)%

Revenues

Service and parts revenue increased $60.5 million, or 16.1%, from 2013 to 2014 including a 12.2% increase in the U.S. and a 26.5% increase internationally. The increase is due to a $41.4 million, or 11.0%, increase in same-store revenues during the period, coupled with a $19.1 million increase from net dealership acquisitions. The increase in same-store revenue is due to a $25.4 million, or 9.6%, increase in customer pay revenue, an $11.6 million, or 14.2%, increase in warranty revenue, a $4.0 million, or 17.0%, increase in body shop revenue, and a $0.4 million, or 7.4%, increase in vehicle preparation revenue. We believe that our parts and service business is being impacted by increasing units in operation due to increasing new vehicle sales in recent years and recall activity as a result of manufacturer initiated programs to correct safety related issues.

Gross Profit

Service and parts gross profit increased $33.0 million, or 14.6%, from 2013 to 2014 including an 11.9% increase in the U.S. and a 21.3% increase internationally. The increase is due to a $23.5 million, or 10.4%, increase in same-store gross profit during the period, coupled with a $9.5 million increase from net dealership acquisitions. The same-store gross profit increase is due to the $41.4 million, or 11.0%, increase in same-store revenues, which increased gross profit by $24.7 million, somewhat offset by a 0.7% decrease in gross margin, which decreased gross profit by $1.2 million. The same-store gross profit increase is composed of a $5.8 million, or 13.7%, increase in warranty gross profit, a $4.0 million, or 10.1%, increase in vehicle preparation gross profit, a $10.7 million, or 8.4%, increase in customer pay gross profit, and a $3.0 million, or 20.2%, increase in body shop gross profit.

Commercial Vehicle and Car Rental Data

We acquired our commercial vehicle business on August 30, 2013. During the three months ended September 30, 2014, this business generated $98.5 million of revenue and $16.5 million of gross profit through the distribution and retail sale of 448 vehicles and parts to a network of more than 70 dealership locations. During the one month we operated this business in the same period in 2013, this business generated $49.4 million of revenue and $7.1 million of gross profit through the distribution and retail sale of 257 vehicles and parts.

Car Rental revenue increased $1.3 million to $17.8 million from 2013 to 2014 while car rental gross profit decreased $0.6 million to $9.9 million from 2013 to 2014.

Selling, General and Administrative Data

Dollars in millions	2014	2013	2014 vs. 2013 Change	2014 vs. 2013 % Change
Personnel expense	$ 287.1	$ 244.4	$ 42.7	17.5%
Advertising expense	$ 23.6	$ 20.6	$ 3.0	14.6%
Rent & related expense	$ 68.6	$ 63.0	$ 5.6	8.9%
Other expense	$ 133.6	$ 118.4	$ 15.2	12.8%
Total SG&A expenses	$ 512.9	$ 446.4	$ 66.5	14.9%
Same-store SG&A expenses	$ 480.5	$ 442.1	$ 38.4	8.7%
Personnel expense as % of gross profit	43.6%	42.8%	0.8%	1.9%
Advertising expense as % of gross profit	3.6%	3.6%	0.0%	0.0%
Rent & related expense as % of gross profit	10.4%	11.0%	(0.6)%	(5.5)%
Other expense as % of gross profit	20.3%	20.8%	(0.5)%	(2.4)%
Total SG&A expenses as % of gross profit	77.9%	78.2%	(0.3)%	(0.4)%
Same-store SG&A expenses as % of same-store gross profit	78.0%	78.4%	(0.4)%	(0.5)%

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Selling, general and administrative expenses ("SG&A") increased $66.5 million, or 14.9%, from $446.4 million to $512.9 million. The aggregate increase is due to a $38.4 million, or 8.7%, increase in same-store SG&A, coupled with a $28.1 million increase from net acquisitions. The increase in same-store SG&A is due primarily to a net increase in variable personnel expenses, as a result of the 9.8% increase in same-store retail gross profit. SG&A as a percentage of gross profit was 77.9%, an improvement of 30 basis points compared to 78.2% in the prior year. SG&A expenses as a percentage of total revenue were 11.6% and 11.9% in the three months September 30, 2014 and 2013, respectively.

Depreciation

Depreciation increased $2.4 million, or 15.6%, from $15.4 million to $17.8 million. The increase is due to a $1.4 million, or 9.2%, increase in same-store depreciation, coupled with a $1.0 million increase from acquisitions. The same-store increase is primarily related to our ongoing facility improvement and expansion programs.

Floor Plan Interest Expense

Floor plan interest expense, including the impact of swap transactions, increased $0.6 million, or 5.7%, from $10.6 million to $11.2 million. This increase is due to a $0.1 million, or 1.0%, increase in same-store floor plan interest expense and a $0.6 million increase from net acquisitions. The same-store increase is due primarily to increased amounts outstanding under floor plan arrangements.

Other Interest Expense

Other interest expense increased $1.0 million, or 8.1%, from $12.3 million to $13.3 million. Our other interest expense has increased during 2014 due to an increased level of borrowing relating to our acquisition of the commercial vehicle business in 2013 as well as an increased level of borrowing relating to our Hertz rental car operations with the expansion into certain markets in Indiana in 2013.

Equity in Earnings of Affiliates

Equity in earnings of affiliates increased $1.5 million or 13.4%, from $11.2 million to $12.7 million. The increase was primarily attributable to an increase in equity in earnings from our investment in PTL and earnings from non-automotive retail joint ventures acquired since March 31, 2013.

Income Taxes

Income taxes increased $7.9 million, or 25.2%, from $31.3 million to $39.2 million. The increase is due primarily to an increase in our pre-tax income versus the prior year.

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Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Automotive Retail New Vehicle Data

Dollars in millions, except unit and per unit amounts	2014	2013	2014 vs 2013 Change	2014 vs 2013 % Change
New retail unit sales	163,071	147,769	15,302	10.4%
Same-store new retail unit sales	155,188	147,273	7,915	5.4%
New retail sales revenue	$ 6,495.5	$ 5,575.3	$ 920.2	16.5%
Same-store new retail sales revenue	$ 6,179.2	$ 5,552.9	$ 626.3	11.3%
New retail sales revenue per unit	$ 39,832	$ 37,729	$ 2,103	5.6%
Same-store new retail sales revenue per unit	$ 39,817	$ 37,705	$ 2,112	5.6%
Gross profit — new	$ 500.8	$ 422.9	$ 77.9	18.4%
Same-store gross profit — new	$ 476.5	$ 420.8	$ 55.7	13.2%
Average gross profit per new vehicle retailed	$ 3,071	$ 2,861	$ 210	7.3%
Same-store average gross profit per new vehicle retailed	$ 3,070	$ 2,857	$ 213	7.5%
Gross margin % — new	7.7%	7.6%	0.1%	1.3%
Same-store gross margin % — new	7.7%	7.6%	0.1%	1.3%

Units

Retail unit sales of new vehicles increased 15,302 units, or 10.4%, from 2013 to 2014, including a 7.5% increase in the U.S. and a 17.1% increase internationally. The increase is due to a 7,915 unit, or 5.4%, increase in same-store retail unit sales during the period, coupled with a 7,387 unit increase from net dealership acquisitions. Same-store units increased 2.4% in the U.S. and 12.4% internationally due in part to more favorable macro-economic conditions in the U.S. and in the U.K. The overall same-store increase was driven primarily by an 8.7% increase in premium brands. Overall, we believe our premium, volume non-U.S., and U.S. brands are being positively impacted by improved market conditions including increased credit availability, pent-up demand, and the introduction of new models.

Revenues

New vehicle retail sales revenue increased $920.2 million, or 16.5%, from 2013 to 2014. The increase is due to a $626.3 million, or 11.3%, increase in same-store revenues, coupled with a $293.9 million increase from net dealership acquisitions. Same-store retail revenue increased 5.2% in the U.S. and 24.1% internationally due in part to more favorable macro-economic conditions in the U.S. and in the U.K. The overall same-store revenue increase is due to the 5.4% increase in retail unit sales, which increased revenue by $315.2 million, coupled with a $2,112, or 5.6%, increase in average selling prices per unit, which increased revenue by $311.1 million.

Gross Profit

Retail gross profit from new vehicle sales increased $77.9 million, or 18.4%, from 2013 to 2014. The increase is due to a $55.7 million, or 13.2%, increase in same-store gross profit, coupled with a $22.2 million increase from net dealership acquisitions. The same-store increase is due primarily to the 5.4% increase in retail unit sales, which increased gross profit by $24.3 million, coupled with a $213, or 7.5%, increase in the average gross profit per new vehicle retailed, which increased gross profit by $31.4 million.

Automotive Retail Used Vehicle Data

Dollars in millions, except unit and per unit amounts	2014	2013	2014 vs 2013 Change	2014 vs 2013 % Change
Used retail unit sales	138,972	123,848	15,124	12.2%
Same-store used retail unit sales	133,123	122,898	10,225	8.3%
Used retail sales revenue	$ 3,776.8	$ 3,128.4	$ 648.4	20.7%
Same-store used retail sales revenue	$ 3,637.5	$ 3,109.5	$ 528.0	17.0%
Used retail sales revenue per unit	$ 27,176	$ 25,260	$ 1,916	7.6%
Same-store used retail sales revenue per unit	$ 27,325	$ 25,301	$ 2,024	8.0%
Gross profit — used	$ 263.1	$ 236.9	$ 26.2	11.1%
Same-store gross profit — used	$ 251.9	$ 235.5	$ 16.4	7.0%
Average gross profit per used vehicle retailed	$ 1,893	$ 1,913	$ (20)	(1.0)%
Same-store average gross profit per used vehicle retailed	$ 1,892	$ 1,916	$ (24)	(1.3)%
Gross margin % — used	7.0%	7.6%	(0.6)%	(7.9)%
Same-store gross margin % — used	6.9%	7.6%	(0.7)%	(9.2)%

Units

Retail unit sales of used vehicles increased 15,124 units, or 12.2%, from 2013 to 2014 including a 10.8% increase in the U.S. and a 15.1% increase internationally. The increase is due to a 10,225 unit, or 8.3%, increase in same-store retail unit sales, coupled with a 4,899 unit increase from net dealership acquisitions. Same-store units increased 6.7% in the U.S. and 11.7% internationally. The overall same-store increase was driven primarily by an 11.8% increase in premium brands and a 3.2% increase in volume non-U.S. brands. We believe that overall our same-store used vehicle sales are being positively impacted by improved market conditions including increased credit availability, pent-up demand, an increase in trade-in units due to an increase in new unit sales, an increase in lease returns, and our focus on retailing trade-ins and minimizing wholesaled vehicles.

Revenues

Used vehicle retail sales revenue increased $648.4 million, or 20.7%, from 2013 to 2014. The increase is due to a $528.0 million, or 17.0%, increase in same-store revenues, coupled with a $120.4 million increase from net dealership acquisitions. Same-store retail revenue increased 11.4% in the U.S. and 24.4% internationally. The overall same-store revenue increase is due to the 8.3% increase in same-store retail unit sales, which increased revenue by $279.3 million, coupled with a $2,024, or 8.0%, increase in comparative average selling prices per unit, which increased revenue by $248.7 million.

Gross Profit

Retail gross profit from used vehicle sales increased $26.2 million, or 11.1%, from 2013 to 2014. The increase is due to a $16.4 million, or 7.0%, increase in same-store gross profit, coupled with a $9.8 million increase from net dealership acquisitions. The increase in same-store gross profit is due to the 8.3% increase in used retail unit sales, which increased gross profit by $19.3 million, somewhat offset by a $24, or 1.3%, decrease in average gross profit per used vehicle retailed, which decreased retail gross profit by $2.9 million.

Automotive Retail Finance and Insurance Data

			2014 vs. 2013	
Dollars in millions, except per unit amounts	**2014**	**2013**	**Change**	**% Change**
Finance and insurance revenue	$ 331.9	$ 278.8	$ 53.1	19.0%
Same-store finance and insurance revenue	$ 319.2	$ 278.3	$ 40.9	14.7%
Finance and insurance revenue per unit	$ 1,099	$ 1,026	$ 73	7.1%
Same-store finance and insurance revenue per unit	$ 1,107	$ 1,030	$ 77	7.5%

Finance and insurance revenue increased $53.1 million, or 19.0%, from 2013 to 2014. The increase is due to a $40.9 million, or 14.7%, increase in same-store revenues during the period, coupled with a $12.2 million increase from net dealership acquisitions. The same-store revenue increase is due to a 6.7% increase in same-store retail unit sales, which increased revenue by $20.1 million, coupled with a $77, or 7.5%, increase in comparative average finance and insurance revenue per unit, which increased revenue by $20.8 million. Finance and insurance revenue per unit was up 5.6% to $1,052 per unit in the U.S. and up 9.4% to $1,196 per unit internationally. We believe the increases are due to our efforts to increase finance and insurance revenue, which include adding resources to drive additional training, product penetration and targeting underperforming locations.

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Automotive Retail Service and Parts Data

			2014 vs. 2013	
Dollars in millions, except per unit amounts	**2014**	**2013**	**Change**	**% Change**
Service and parts revenue	$ 1,288.7	$ 1,139.6	$ 149.1	13.1%
Same-store service and parts revenue	$ 1,232.8	$ 1,134.1	$ 98.7	8.7%
Gross profit	$ 766.0	$ 678.1	$ 87.9	13.0%
Same-store gross profit	$ 738.1	$ 676.1	$ 62.0	9.2%
Gross margin %	59.4%	59.5%	(0.1)%	(0.2)%
Same-store gross margin %	59.9%	59.6%	0.3%	0.5%

Revenues

Service and parts revenue increased $149.1 million, or 13.1%, from 2013 to 2014 including a 9.3% increase in the U.S. and a 22.9% increase internationally. The increase is due to a $98.7 million, or 8.7%, increase in same-store revenues during the period, coupled with a $50.4 million increase from net dealership acquisitions. The increase in same-store revenue is due to a $67.8 million, or 8.5%, increase in customer pay revenue, a $19.4 million, or 7.8%, increase in warranty revenue, a $10.5 million, or 14.6%, increase in body shop revenue, and a $1.0 million, or 6.9%, increase in vehicle preparation revenue. However, same-store service and parts revenue was also adversely affected during the period by excessive weather related business closures during the first quarter in the Northeast and Central/Midwest. We estimate that we lost approximately 280 combined service days in our dealerships in these areas. We believe that our parts and service business is being impacted by increasing units in operation due to increasing new vehicle sales in recent years and recall activity as a result of manufacturer initiated programs to correct safety related issues.

Gross Profit

Service and parts gross profit increased $87.9 million, or 13.0%, from 2013 to 2014 including a 9.1% increase in the U.S. and a 22.7% increase internationally. The increase is due to a $62.0 million, or 9.2%, increase in same-store gross profit during the period, coupled with a $25.9 million increase from net dealership acquisitions. The same-store gross profit increase is due to the $98.7 million, or 8.7%, increase in same-store revenues, which increased gross profit by $59.1 million, coupled with a 0.5% increase in gross margin, which increased gross profit by $2.9 million. The same-store gross profit increase is composed of a $9.8 million, or 7.5%, increase in warranty gross profit, a $12.9 million, or 11.4%, increase in vehicle preparation gross profit, a $30.4 million, or 7.8%, increase in customer pay gross profit, and a $8.9 million, or 19.9%, increase in body shop gross profit. However, same-store service and parts gross profit was also adversely affected during the period by excessive weather related business closures during the first quarter in the Northeast and Central/Midwest. We estimate that we lost approximately 280 combined service days in our dealerships in these areas resulting in lost gross profit.

Commercial Vehicle and Car Rental Data

We acquired our commercial vehicle business on August 30, 2013. During the nine months ended September 30, 2014, this business generated $304.3 million of revenue and $50.3 million of gross profit through the distribution and retail sale of 1,388 vehicles and parts to a network of more than 70 dealership locations. During the one month we operated this business in the same period in 2013, this business generated $49.4 million of revenue and $7.1 million of gross profit through the distribution and retail sale of 257 vehicles and parts.

Car Rental revenue increased $9.9 million to $48.2 million from 2013 to 2014. Car rental gross profit increased $2.6 million to $26.9 million from 2013 to 2014. The increases are primarily due to the expansion of our Hertz car rental operations into certain markets in Indiana in March 2013.

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Selling, General and Administrative Data

Dollars in millions	2014	2013	2014 vs. 2013 Change	2014 vs. 2013 % Change
Personnel expense	$ 843.9	$ 715.5	$ 128.4	17.9%
Advertising expense	$ 70.2	$ 59.9	$ 10.3	17.2%
Rent & related expense	$ 206.5	$ 187.3	$ 19.2	10.3%
Other expense	$ 393.3	$ 323.5	$ 69.8	21.6%
Total SG&A expenses	$ 1,513.9	$ 1,286.2	$ 227.7	17.7%
Same-store SG&A expenses	$ 1,404.0	$ 1,266.1	$ 137.9	10.9%
Personnel expense as % of gross profit	43.3%	43.2%	0.1%	0.2%
Advertising expense as % of gross profit	3.6%	3.6%	0.0%	0.0%
Rent & related expense as % of gross profit	10.6%	11.3%	(0.7)%	(6.2)%
Other expense as % of gross profit	20.2%	19.5%	0.7%	3.6%
Total SG&A expenses as % of gross profit	77.7%	77.6%	0.1%	0.1%
Same-store SG&A expenses as % of same-store gross profit	77.8%	77.6%	0.2%	0.3%

Selling, general and administrative expenses (“SG&A”) increased $227.7 million, or 17.7%, from $1,286.2 million to $1,513.9 million. The aggregate increase is due to a $137.9 million, or 10.9%, increase in same-store SG&A, coupled with an $89.8 million increase from net acquisitions. SG&A as a percentage of gross profit was 77.7%, an increase of 10 basis points compared to 77.6% in the prior year. SG&A expenses as a percentage of total revenue were 11.8% and 12.0% in the nine months ended September 30, 2014 and 2013, respectively. Same-store SG&A as a percentage of gross profit was adversely affected during the first quarter of 2014 by excessive weather related business closures during the first quarter in the Northeast and Central/Midwest. We estimate we lost approximately 280 combined service days in our dealerships in these areas, resulting in lost gross profit. In addition, we believe that we incurred additional general and administrative weather related expenses.

Depreciation

Depreciation increased $7.4 million, or 16.7%, from $44.4 million to $51.8 million. The increase is due to a $4.9 million, or 11.1%, increase in same-store depreciation, coupled with a $2.5 million increase from acquisitions. The same-store increase is primarily related to our ongoing facility improvement and expansion programs.

Floor Plan Interest Expense

Floor plan interest expense, including the impact of swap transactions, increased $2.5 million, or 8.0%, from $31.4 million to $33.9 million. This increase is due to a $1.1 million, or 3.5%, increase in same-store floor plan interest expense and a $1.4 million increase from net acquisitions. The same-store increase is due primarily to increased amounts outstanding under floor plan arrangements.

Other Interest Expense

Other interest expense increased $3.8 million, or 10.6%, from $35.7 million to $39.5 million. Our other interest expense has increased during 2014 due to an increased level of borrowing relating to our acquisition of the commercial vehicle business in 2013 as well as an increased level of borrowing relating to our Hertz rental car operations with the expansion into certain markets in Indiana in 2013.

Equity in Earnings of Affiliates

Equity in earnings of affiliates increased $6.3 million or 28.1%, from $22.4 million to $28.7 million. The increase was primarily attributable to an increase in equity in earnings from our investment in PTL and earnings from non-automotive retail joint ventures acquired since March 31, 2013.

Income Taxes

Income taxes increased $19.9 million, or 21.1%, from $94.5 million to $114.4 million. The increase is due primarily to an increase in our pre-tax income versus the prior year.

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Liquidity and Capital Resources

Our cash requirements are primarily for working capital, inventory financing, the acquisition of new businesses, the improvement and expansion of existing facilities, the purchase or construction of new facilities, debt service and repayments, dividends and potential repurchases of our outstanding securities under the program discussed below. Historically, these cash requirements have been met through cash flow from operations, borrowings under our credit agreements and floor plan arrangements, the issuance of debt securities, sale-leaseback transactions, mortgages, dividends and distributions from joint venture investments or the issuance of equity securities.

We have historically expanded our operations through organic growth and the acquisition of dealerships and other businesses. We believe that cash flow from operations, dividends and distributions from our joint venture investments and our existing capital resources, including the liquidity provided by our credit agreements and floor plan financing arrangements, will be sufficient to fund our operations and commitments for at least the next twelve months. In the event we pursue significant other acquisitions, other expansion opportunities, significant repurchases of our outstanding securities; or refinance or repay existing debt, we may need to raise additional capital either through the public or private issuance of equity or debt securities or through additional borrowings, which sources of funds may not necessarily be available on terms acceptable to us, if at all. In addition, our liquidity could be negatively impacted in the event we fail to comply with the covenants under our various financing and operating agreements or in the event our floor plan financing is withdrawn.

As of September 30, 2014, we had $150.5 million of cash available to fund our operations and capital commitments. In addition, we had $276.0 million, £26.0 million ($42.2 million), and AU $28.0 million ($24.5 million) available for borrowing under our U.S. credit agreement, U.K. credit agreement, and Australian working capital loan agreement, respectively. On October 1, 2014, we acquired MTU Detroit Diesel Australia, a distributor of diesel and gas engines and power systems, operating across the on-and off-highway markets in Australia, New Zealand and the Pacific. The initial purchase price of approximately $115.0 million (AU $131.5 million), including approximately $96.0 million (AU $110.0 million) of inventory, receivables, other working capital and fixed assets, is subject to a post-closing adjustment expected to be completed in the fourth quarter. The purchase price was funded with our U.S. revolving credit facility and our U.K. credit facility.

Securities Repurchases

From time to time, our Board of Directors has authorized securities repurchase programs pursuant to which we may, as market conditions warrant, purchase our outstanding common stock or debt on the open market, in privately negotiated transactions, via a tender offer, or through a pre-arranged trading plan. We have historically funded any such repurchases using cash flow from operations, borrowings under our U.S. credit facility, and borrowings under our U.S. floor plan arrangements. The decision to make repurchases will be based on factors such as the market price of the relevant security versus our view of its intrinsic value, the potential impact of such repurchases on our capital structure, and our consideration of any alternative uses of our capital, such as for acquisitions and strategic investments in our current businesses, in addition to any then-existing limits imposed by our finance agreements and securities trading policy.

During the nine months ended September 30, 2014, we repurchased 175,000 shares of our outstanding common stock for $8.0 million, or an average of $45.95 per share, under a program approved by our Board of Directors. As of September 30, 2014, we have $77.6 million in repurchase authorization under the existing securities repurchase program. Additionally, during the nine months ended September 30, 2014, we acquired 160,350 shares of our common stock for $7.5 million, or an average of $46.48, from employees in connection with a net share settlement feature of employee equity awards.

Dividends

We paid the following cash dividends on our common stock in 2013 and 2014:

	Per Share Dividends	
2013		
First Quarter	$	0.14
Second Quarter		0.15
Third Quarter		0.16
Fourth Quarter		0.17
2014		
First Quarter	$	0.18
Second Quarter		0.19
Third Quarter		0.20

We also have announced a cash dividend of $0.21 per share payable on December 1, 2014 to shareholders of record on November 10, 2014. Future quarterly or other cash dividends will depend upon a variety of factors considered relevant by our Board of Directors which may include our earnings, capital requirements, restrictions relating to any then-existing indebtedness, financial condition, and other factors.

Vehicle Financing

We finance substantially all of the commercial vehicles we purchase for distribution, new vehicles for retail sale and a portion of our used vehicle inventories for retail sale under revolving floor plan arrangements with various lenders, including the captive finance companies associated with automotive manufacturers. In the U.S., the floor plan arrangements are due on demand; however, we have not historically been required to repay floor plan advances prior to the sale of the vehicles that have been financed. We typically make monthly interest payments on the amount financed. Outside of the U.S., substantially all of our floor plan arrangements are payable on demand or have an original maturity of 90 days or less, and we are generally required to repay floor plan advances at the earlier of the sale of the vehicles that have been financed or the stated maturity.

The floor plan agreements typically grant a security interest in substantially all of the assets of our dealership and distribution subsidiaries, and in the U.S., Australia and New Zealand are guaranteed by us. Interest rates under the floor plan arrangements are variable and increase or decrease based on changes in the prime rate, defined LIBOR, Finance House Base Rate, the Euro Interbank Offered Rate, or the Australian or New Zealand Bank Bill Swap Rate. To date, we have not experienced any material limitation with respect to the amount or availability of financing from any institution providing us vehicle financing. We also receive non-refundable credits from certain of our vehicle manufacturers, which are treated as a reduction of cost of sales as vehicles are sold.

U.S. Credit Agreement

On April 1, 2014, we amended and restated our U.S. credit agreement (the “U.S. credit agreement”) with Mercedes-Benz Financial Services USA LLC and Toyota Motor Credit Corporation, principally to increase the revolving borrowing capacity from $375 million to $450 million and reduce the rate on collateralized borrowings to defined LIBOR plus 200 basis points (from defined LIBOR plus 225).

As amended, the U.S. credit agreement provides for up to $450 million in revolving loans for working capital, acquisitions, capital expenditures, investments and other general corporate purposes and a non-amortizing term loan with a balance of $98 million. The loans mature on the termination date of the facility which is September 30, 2017. The revolving loans bear interest at LIBOR plus 2.00%, subject to an incremental 1.50% for uncollateralized borrowings in excess of a defined borrowing base. The term loan, which bears interest at defined LIBOR plus 2.00%, may be prepaid at any time, but then may not be re-borrowed.

The U.S. credit agreement is fully and unconditionally guaranteed on a joint and several basis by our U.S. subsidiaries and contains a number of significant covenants that, among other things, restrict our ability to dispose of assets, incur additional indebtedness, repay other indebtedness, pay dividends, create liens on assets, make investments or acquisitions and engage in mergers or consolidations. We are also required to comply with specified financial and other tests and ratios, each as defined in the U.S. credit agreement including: a ratio of current assets to current liabilities, a fixed charge coverage ratio, a ratio of debt to stockholders’ equity and a ratio of debt to earnings before interest, taxes, depreciation and amortization (“EBITDA”). A breach of these requirements would give rise to certain remedies under the agreement, the most severe of which is the termination of the agreement and acceleration of the amounts owed. As of September 30, 2014, we were in compliance with all covenants under the U.S. credit agreement, and we believe we will remain in compliance with such covenants for the next twelve months. In making such determination, we considered the current margin of compliance with the covenants and our expected future results of operations, working capital requirements, acquisitions, capital expenditures and investments. See “Forward Looking Statements” below.

The U.S. credit agreement also contains typical events of default, including change of control, non-payment of obligations and cross-defaults to our other material indebtedness. Substantially all of our U.S. assets are subject to security interests granted to lenders under the U.S. credit agreement. As of September 30, 2014, $174.0 million of revolver borrowings and $98.0 million of term loans were outstanding under the U.S. credit agreement.

U.K. Credit Agreement

Our subsidiaries in the U.K. (the “U.K. subsidiaries”) are party to a £100.0 million revolving credit agreement with the Royal Bank of Scotland plc (RBS) and BMW Financial Services (GB) Limited, and an additional £10.0 million demand overdraft line of credit with RBS (collectively, the “U.K. credit agreement”) to be used for working capital, acquisitions, capital expenditures, investments and general corporate purposes through November 2015. The revolving loans bear interest between defined LIBOR plus 1.35% and defined LIBOR plus 3.0% and the demand overdraft line of credit bears interest at the Bank of England Base Rate plus 1.75%. As of September 30, 2014, outstanding loans under the U.K. credit agreement amounted to £84.0 million ($136.2 million).

The U.K. Credit Agreement is fully and unconditionally guaranteed on a joint and several basis by our U.K. subsidiaries, and contains a number of significant covenants that, among other things, restrict the ability of our U.K. subsidiaries to pay dividends, dispose of assets, incur

additional indebtedness, repay other indebtedness, create liens on assets, make investments or acquisitions and engage in mergers or consolidations. In addition, our U.K. subsidiaries are required to comply with defined ratios and tests, including: a ratio of earnings before interest, taxes, amortization, and rental payments ("EBITAR") to interest plus rental payments, a measurement of maximum capital expenditures, and a debt to EBITDA ratio. A breach of these requirements would give rise to certain remedies under the agreement, the most severe of which is the termination of the agreement and acceleration of any amounts owed. As of September 30, 2014, our U.K. subsidiaries were in compliance with all covenants under the U.K. credit agreement, and we believe they will remain in compliance with such covenants for the next twelve months. In making such determination, we considered the current margin of compliance with the covenants and our expected future results of operations, working capital requirements, acquisitions, capital expenditures and investments in the U.K. See "Forward Looking Statements" below.

The U.K. credit agreement also contains typical events of default, including change of control and non-payment of obligations and cross-defaults to other material indebtedness of our U.K. subsidiaries. Substantially all of our U.K. subsidiaries' assets are subject to security interests granted to lenders under the U.K. credit agreement. In September 2014, we amended the U.K. credit agreement and U.K. term loan (discussed below) to provide the U.K. subsidiaries with covenant flexibility to fund the purchase of MTU Detroit Diesel Australia (discussed above).

In January 2012, our U.K. subsidiaries entered into a separate agreement with RBS, as agent for National Westminster Bank plc, providing for a £30.0 million term loan which was used for working capital and an acquisition. The term loan is repayable in £1.5 million quarterly installments through 2015 with a final payment of £7.5 million due December 31, 2015. The term loan bears interest between 2.675% and 4.325%, depending on the U.K. subsidiaries' ratio of net borrowings to earnings before interest, taxes, depreciation and amortization (as defined). As of September 30, 2014, the amount outstanding under the U.K. term loan was £13.5 million ($21.9 million).

5.75% Senior Subordinated Notes

In August 2012, we issued $550.0 million in aggregate principal amount of 5.75% Senior Subordinated Notes due 2022 (the "5.75% Notes").

Interest on the 5.75% Notes is payable semiannually on April 1 and October 1 of each year. The 5.75% Notes mature on October 1, 2022, unless earlier redeemed or purchased by us. The 5.75% Notes are our unsecured senior subordinated obligations and are guaranteed on an unsecured senior subordinated basis by our existing 100% owned U.S. subsidiaries. The 5.75% Notes also contain customary negative covenants and events of default. As of September 30, 2014, we were in compliance with all negative covenants, and there were no events of default.

On or after October 1, 2017, we may redeem the 5.75% Notes for cash at the redemption prices noted in the indenture, plus any accrued and unpaid interest. We may also redeem up to 40% of the 5.75% Notes using the proceeds of specified equity offerings at any time prior to October 1, 2015 at a price specified in the indenture.

If we experience certain "change of control" events specified in the indenture, holders of the 5.75% Notes will have the option to require us to purchase for cash all or a portion of their notes at a price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest. In addition, if we make certain asset sales and do not reinvest the proceeds thereof or use such proceeds to repay certain debt, we will be required to use the proceeds of such asset sales to make an offer to purchase the notes at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest.

Rental Car Revolver

We are party to a credit agreement with Toyota Motor Credit Corporation that currently provides us with up to $200.0 million in revolving loans for the acquisition of rental vehicles. The revolving loans bear interest at three-month LIBOR plus 2.50%. This agreement provides the lender with a secured interest in the vehicles and our rental car operations' other assets, requires us to make monthly curtailment payments (repayments of principal) and expires in October 2015. Vehicle principal balances must be paid in full within twelve to twenty-four months, depending on the year, make and model of the vehicle. As of September 30, 2014 outstanding loans under the rental car revolver amounted to $110.0 million.

Working Capital Loan Agreement

In December 2013 we entered into a working capital loan agreement with Mercedes-Benz Financial Services Australia Pty Ltd that provides us with up to AU $28.0 million ($24.5 million) of working capital availability. This agreement provides the lender with a secured interest in certain inventory and receivables of our commercial vehicle business. The loan bears interest at the Australian BBSW 30-day Bill Rate plus 2.35%. As of September 30, 2014, no loans were outstanding under the working capital loan agreement.

Mortgage Facilities

We are party to several mortgages which bear interest at defined rates and require monthly principal and interest payments. These mortgage facilities also contain typical events of default, including non-payment of obligations, cross-defaults to our other material indebtedness, certain change of control events, and the loss or sale of certain franchises operated at the properties. Substantially all of the buildings and improvements on the properties financed pursuant to the mortgage facilities are subject to security interests granted to the lender. As of September 30, 2014, we owed $130.9 million of principal under our mortgage facilities.

Short-term Borrowings

We have five principal sources of short-term borrowings: the revolving portion of the U.S. credit agreement, the revolving portion of the U.K. credit agreement, the car rental revolver, our Australian working capital loan agreement and the floor plan agreements that we utilize to finance our vehicle inventories. Over time, we are able to access availability under the floor plan agreements to fund our cash needs, including payments made relating to our higher interest rate revolving credit agreements.

During the nine months ended September 30, 2014, outstanding revolving commitments varied between $72.5 million and $267.5 million under the U.S. credit agreement and between £4.0 million and £90.0 million ($6.5 million and $145.9 million) under the U.K. credit agreement's revolving credit line (excluding the overdraft facility), and the amounts outstanding under our floor plan agreements varied based on the timing of the receipt and expenditure of cash in our operations, driven principally by the levels of our vehicle inventories.

Interest Rate Swaps

We periodically use interest rate swaps to manage interest rate risk associated with our variable rate floor plan debt. We are party to interest rate swap agreements through December 2014 pursuant to which the LIBOR portion of $300.0 million of our floating rate floor plan debt is fixed at 2.135% and $100.0 million of our floating rate floor plan debt is fixed at 1.55%. We may terminate these agreements at any time, subject to the settlement of the then current fair value of the swap arrangements. During the three and nine months ended September 30, 2014, the swaps increased the weighted average interest rate on our floor plan borrowing by 29 basis points.

Operating Leases

We have historically structured our operations so as to minimize our ownership of real property. As a result, we lease or sublease a majority of our facilities. These leases are generally for a period between five and 20 years, and are typically structured to include renewal options at our election. We estimate our total rent obligations under these leases, including any extension periods we may exercise at our discretion and assuming constant consumer price indices, to be $4.8 billion. Pursuant to the leases for some of our larger facilities, we are required to comply with specified financial ratios, including a ''rent coverage'' ratio and a debt to EBITDA ratio, each as defined. For these leases, non-compliance with the ratios may require us to post collateral in the form of a letter of credit. A breach of our other lease covenants give rise to certain remedies by the landlord, the most severe of which include the termination of the applicable lease and acceleration of the total rent payments due under the lease. As of September 30, 2014, we were in compliance with all covenants under these leases, and we believe we will remain in compliance with such covenants for the next twelve months.

Sale/Leaseback Arrangements

We have in the past and may in the future enter into sale-leaseback transactions to finance certain property acquisitions and capital expenditures, pursuant to which we sell property and/or leasehold improvements to third parties and agree to lease those assets back for a certain period of time. Such sales generate proceeds which vary from period to period.

Off-Balance Sheet Arrangements

We have sold a number of dealerships to third parties and, as a condition to certain of those sales, remain liable for the lease payments relating to the properties on which those businesses operate in the event of non-payment by the buyer. We are also party to lease agreements on properties that we no longer use in our retail operations that we have sublet to third parties. We rely on subtenants to pay the rent and maintain the property at these locations. In the event a subtenant does not perform as expected, we may not be able to recover amounts owed to us and we could be required to fulfill these obligations. We believe we have made appropriate reserves relating to these locations.

We hold a 9.0% ownership interest in PTL. Historically GECC has provided PTL with a majority of its financing. PTL has refinanced all of its GECC indebtedness. As part of that refinancing, we and the other PTL partners created a new company (''Holdings''), which, together with GECC, co-issued $700.0 million of 3.8% senior unsecured notes due 2019 (the ''Holdings Bonds''). GECC agreed to be a co-obligor of the Holdings Bonds in order to achieve lower interest rates on the Holdings Bonds. Additional capital contributions from the members may be required to fund interest and principal payments on the Holdings Bonds. In addition, we have agreed to indemnify GECC for 9.0% of any principal or interest that GECC is required to pay as co-obligor, and pay GECC an annual fee of approximately $0.95 million for acting as co-obligor. The maximum amount of our potential obligations to GECC under this agreement are 9.0% of the required principal repayment due in 2019 (which is expected to be $63.1 million) and 9.0% of interest payments under the Holdings

Bonds, plus fees and default interest, if any. Although we do not currently expect to make material payments to GECC under this agreement, this outcome cannot be predicted with certainty.

We have a vehicle fleet of approximately 6,400 vehicles in our car rental business. When we acquire these cars, we make certain assumptions regarding their value at the time we expect to dispose of them. If the ultimate market value of a significant number of the cars at the time of disposition is less than our estimated residual values, our car rental operations could incur significant losses. Because our fleet is principally comprised of Toyota vehicles and to a lesser extent Honda and General Motors vehicles, we are more at risk for a decrease in perceived value for these brands, and any events that negatively affect these manufacturers could exacerbate this risk.

Our floor plan credit agreement with Mercedes-Benz Financial Service Australia (''MBA'') provides us revolving loans for the acquisition of commercial vehicles for distribution to our retail network. This facility includes a limited parent guarantee and a commitment to repurchase dealer vehicles in the event the dealer's floor plan agreement with MBA is terminated.

Cash Flows

Cash and cash equivalents increased by $100.7 million and $27.5 million during the nine months ended September 30, 2014 and 2013, respectively. The major components of these changes are discussed below.

Cash Flows from Continuing Operating Activities

Cash provided by continuing operating activities was $277.3 million and $296.6 million during the nine months ended September 30, 2014 and 2013, respectively. Cash flows from continuing operating activities includes net income, as adjusted for non-cash items and the effects of changes in working capital.

We finance substantially all of the commercial vehicles we purchase for distribution, new vehicles for retail sale, and a portion of our used vehicle inventories for retail sale under revolving floor plan arrangements with various lenders, including the captive finance companies associated with automotive manufacturers. We retain the right to select which, if any, financing source to utilize in connection with the procurement of vehicle inventories. Many vehicle manufacturers provide vehicle financing for the dealers representing their brands, however, it is not a requirement that we utilize this financing. Historically, our floor plan finance source has been based on aggregate pricing considerations.

In accordance with generally accepted accounting principles relating to the statement of cash flows, we report all cash flows arising in connection with floor plan notes payable with the manufacturer of a particular new vehicle as an operating activity in our statement of cash flows, and all cash flows arising in connection with floor plan notes payable to a party other than the manufacturer of a particular new vehicle, all floor plan notes payable relating to pre-owned vehicles, and all floor plan notes payable related to our commercial vehicles as a financing activity in our statement of cash flows. Currently, the majority of our non-trade vehicle financing is with other manufacturer captive lenders. To date, we have not experienced any material limitation with respect to the amount or availability of financing from any institution providing us vehicle financing.

We believe that changes in aggregate floor plan liabilities are typically linked to changes in vehicle inventory and, therefore, are an integral part of understanding changes in our working capital and operating cash flow. As a result, we prepare the following reconciliation to highlight our operating cash flows with all changes in vehicle floor plan being classified as an operating activity for informational purposes:

	Nine Months Ended September 30,	
Dollars in millions	**2014**	**2013**
Net cash from continuing operating activities as reported	$ 277.3	$ 296.6
Floor plan notes payable — non-trade as reported	(8.0)	78.0
Net cash from continuing operating activities including all floor plan notes payable	$ 269.3	$ 374.6

Cash Flows from Continuing Investing Activities

Cash used in continuing investing activities was $279.5 million and $433.2 million during the nine months ended September 30, 2014 and 2013, respectively. Cash flows from continuing investing activities consist primarily of cash used for capital expenditures and net expenditures for acquisitions and other investments. Capital expenditures relate primarily to improvements to our existing dealership facilities, the construction of new facilities, the acquisition of the property or buildings associated with existing leased facilities and vehicle purchases for our rental car business. Capital expenditures were $213.1 million and $204.5 million, including $93.5 million and $82.3 million of capital expenditures relating to vehicle purchases for our rental car business, during the nine months ended September 30, 2014 and 2013, respectively. We currently expect to finance our retail automotive segment capital expenditures with operating cash flows or borrowings under our U.S. or U.K. credit facilities and our rental car revolver for rental car capital expenditures. During the nine months ended September 30, 2014 and 2013 we received proceeds of $45.1 million and $8.0 million, respectively, from the disposal of rental car vehicles. Cash used in acquisitions and other investments, net of cash

acquired, was $86.2 million and $221.2 million during the nine months ended September 30, 2014 and 2013, respectively, and included cash used to repay sellers floor plan liabilities in such business acquisitions of $23.0 million and $1.0 million, respectively. Additionally, cash used in other investing activities was $25.3 million and $15.5 million during the nine months ended September 30, 2014 and 2013, respectively.

Cash Flows from Continuing Financing Activities

Cash provided by continuing financing activities was $75.2 million and $145.6 million during the nine months ended September 30, 2014 and 2013, respectively. Cash flows from continuing financing activities include net borrowings or repayments of long-term debt, issuance and repurchases of long-term debt, repurchases of common stock, net borrowings or repayments of floor plan notes payable non-trade, and dividends. We had net borrowings of long-term debt of $149.9 million, including amounts borrowed on our U.S. revolving facility and U.K. credit facility to fund the MTU Detroit Diesel Australia acquisition on October 1, 2014, and $123.9 million during the nine months ended September 30, 2014 and 2013, respectively. We had net repayments of floor plan notes payable non-trade of $8.0 million during the nine months ended September 30, 2014 and had net borrowings of floor plan notes payable non-trade of $78.0 million during the nine months ended September 30, 2013. We repurchased common stock for a total of $15.5 million and $15.8 million during the nine months ended September 30, 2014 and 2013, respectively. We also paid cash dividends to our stockholders of $51.5 million and $40.7 million during the nine months ended September 30, 2014 and 2013, respectively.

Cash Flows from Discontinued Operations

Cash flows relating to discontinued operations are not currently considered, nor are they expected to be, material to our liquidity or our capital resources. Management does not believe that there are any material past, present or upcoming cash transactions relating to discontinued operations.

Related Party Transactions

Stockholders Agreement

Several of our directors and officers are affiliated with Penske Corporation or related entities. Roger S. Penske, our Chairman of the Board and Chief Executive Officer, is also Chairman of the Board and Chief Executive Officer of Penske Corporation, and through entities affiliated with Penske Corporation, our largest stockholder owning approximately 35% of our outstanding common stock. Mitsui & Co., Ltd. and Mitsui & Co. (USA), Inc. (collectively, "Mitsui") own approximately 17% of our outstanding common stock. Mitsui, Penske Corporation and certain other affiliates of Penske Corporation are parties to a stockholders agreement pursuant to which the Penske affiliated companies agreed to vote their shares for up to two directors who are representatives of Mitsui. In turn, Mitsui agreed to vote their shares for up to fourteen directors voted for by the Penske affiliated companies. This agreement terminates in March 2024, upon the mutual consent of the parties, or when either party no longer owns any of our common stock.

Other Related Party Interests and Transactions

Roger S. Penske is also a managing member of Transportation Resource Partners, an organization that invests in transportation-related industries. Robert H. Kurnick, Jr., our President and a director, is also the President and a director of Penske Corporation. Kanji Sasaki, one of our directors and officers, is also an employee of Mitsui & Co.

We sometimes pay to and/or receive fees from Penske Corporation, its subsidiaries, and its affiliates for services rendered in the ordinary course of business, or to reimburse payments made to third parties on each other's behalf. These transactions are reviewed periodically by our Audit Committee and reflect the provider's cost or an amount mutually agreed upon by both parties.

As discussed above, we hold a 9.0% ownership interest in PTL, a leading provider of transportation services and supply chain management. PTL is owned 41.1% by Penske Corporation, 9.0% by us and the remaining 49.9% is owned by direct and indirect subsidiaries of GECC. Among other things, the relevant agreements provide us with specified distribution and governance rights and restrict our ability to transfer our interests. During the three months ended September 30, 2014 we formed a venture with PTL, Penske Commercial Leasing Australia. The venture combines PTL's fleet operations expertise with our market knowledge of commercial vehicles to rent heavy-duty commercial vehicles in Australia.

We have also entered into other joint ventures with certain related parties as more fully discussed below.

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Joint Venture Relationships

We are party to a number of joint ventures pursuant to which we own and operate automotive dealerships together with other investors. We may provide these dealerships with working capital and other debt financing at costs that are based on our incremental borrowing rate. As of September 30, 2014, our automotive retail joint venture relationships included:

Location	Dealerships	Ownership Interest
Fairfield, Connecticut	Audi, Mercedes-Benz, Sprinter, Porsche, smart	82.19%(A)(C)
Greenwich, Connecticut	Mercedes-Benz	80.00%(B)(C)
Las Vegas, Nevada	Ferrari, Maserati	50.00%(D)
Frankfurt, Germany	Lexus, Toyota	50.00%(D)
Aachen, Germany	Audi, Lexus, Skoda, Toyota, Volkswagen, Citroën, Kia, SEAT, Maserati	50.00%(D)
Northern Italy	BMW, MINI	70.00%(C)
Barcelona, Spain	BMW, MINI	50.00%(D)

(A) An entity controlled by one of our directors, Lucio A. Noto (the "Investor"), owns a 17.81% interest in this joint venture which entitles the Investor to 20% of the joint venture's operating profits. In addition, the Investor has an option to purchase up to a 20% interest in the joint venture for specified amounts.

(B) An entity controlled by one of our directors, Lucio A. Noto (the "Investor"), owns a 20% interest in this joint venture.

(C) Entity is consolidated in our financial results.

(D) Entity is accounted for using the equity method of accounting.

Cyclicality

Unit sales of motor vehicles, particularly new vehicles, have been cyclical historically, fluctuating with general economic cycles. During economic downturns, the automotive retailing industry tends to experience periods of decline and recession similar to those experienced by the general economy. We believe that the industry is influenced by general economic conditions and particularly by consumer confidence, the level of personal discretionary spending, fuel prices, interest rates and credit availability.

Seasonality

Automotive Dealership. Our business is modestly seasonal overall. Our U.S. operations generally experience higher volumes of vehicle sales in the second and third quarters of each year due in part to consumer buying trends and the introduction of new vehicle models. Also, vehicle demand, and to a lesser extent demand for service and parts, is generally lower during the winter months than in other seasons, particularly in regions of the U.S. where dealerships may be subject to severe winters. Our U.K. operations generally experience higher volumes of vehicle sales in the first and third quarters of each year, due primarily to vehicle registration practices in the U.K.

Commercial Vehicle and Car Rental. Our commercial vehicle business generally experiences higher sales volumes during the second quarter of the year which is primarily attributable to commercial vehicle customers completing annual capital expenditures before their fiscal year-end, which is typically June 30 in Australia and New Zealand. The seasonality of our car rental business follows the seasonality of business and leisure travel in our markets. We therefore experience decreased levels of car rental business in the winter months and increased levels in the spring and summer months.

Effects of Inflation

We believe that inflation rates over the last few years have not had a significant impact on revenues or profitability. We do not expect inflation to have any near-term material effects on the sale of our products and services; however, we cannot be sure there will be no such effect in the future. We finance substantially all of our inventory through various revolving floor plan arrangements with interest rates that vary based on various benchmarks. Such rates have historically increased during periods of increasing inflation.

Forward Looking Statements

Certain statements and information set forth herein, as well as other written or oral statements made from time to time by us or by our authorized officers on our behalf, constitute “forward-looking statements” within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “goal,” “plan,” “seek,” “project,”

“continue,” “will,” “would,” and variations of such words and similar expressions are intended to identify such forward-looking statements. 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 report or when made and we undertake no duty of obligation to update or revise our forward-looking statements, whether as a result of new information, future events, or otherwise. Forward-looking statements include, without limitation, statements with respect to:

- our future financial and operating performance;
- future acquisitions and dispositions;
- future potential capital expenditures and securities repurchases;
- our ability to realize cost savings and synergies;
- our ability to respond to economic cycles;
- trends in the automotive retail and commercial vehicles industries and in the general economy in the various countries in which we operate;
- our ability to access the remaining availability under our credit agreements;
- our liquidity;
- performance of joint ventures, including PTL;
- future foreign exchange rates;
- the outcome of various legal proceedings;
- results of self insurance plans;
- trends affecting our future financial condition or results of operations; and
- our business strategy.

Forward-looking statements involve known and unknown risks and uncertainties and are not assurances of future performance. Actual results may differ materially from anticipated results due to a variety of factors, including the factors identified in our 2013 annual report on Form 10-K filed March 3, 2014. Important factors that could cause actual results to differ materially from our expectations include the following:

- our business and the automotive retail and commercial vehicles industries in general are susceptible to adverse economic conditions, including changes in interest rates, foreign exchange rates, customer demand, customer confidence, fuel prices, unemployment rates and credit availability;
- the number of new and used vehicles sold in our markets;
- vehicle manufacturers exercise significant control over our operations, and we depend on them and continuation of our franchise and distribution agreements in order to operate our business;
- we depend on the success, popularity and availability of the brands we sell, and adverse conditions affecting one or more vehicle manufacturers, including the adverse impact on the vehicle and parts supply chain due to natural disasters or other disruptions that interrupt the supply of vehicles and parts to us, may negatively impact our revenues and profitability;
- we are subject to the risk that a substantial number of our new or used car inventory may be unavailable due to recall or other reasons;
- the success of our commercial vehicle distribution operations and our newly acquired MTU Detroit Diesel Australia business depends upon continued availability of the vehicles, engines, power systems, and other parts we distribute, demand for those vehicles, engines, power systems, and parts and general economic conditions in those markets;
- a restructuring of any significant vehicle manufacturers or suppliers;

- our operations may be affected by severe weather or other periodic business interruptions;
- we have substantial risk of loss not entirely covered by insurance;
- we may not be able to satisfy our capital requirements for acquisitions, facility renovation projects, financing the purchase of our inventory, or refinancing of our debt when it becomes due;
- our level of indebtedness may limit our ability to obtain financing generally and may require that a significant portion of our cash flow be used for debt service;
- non-compliance with the financial ratios and other covenants under our credit agreements and operating leases;
- higher interest rates may significantly increase our variable rate interest costs and, because many customers finance their vehicle purchases, decrease vehicle sales;
- our operations outside of the U.S. subject our profitability to fluctuations relating to changes in foreign currency values;
- import product restrictions and foreign trade risks that may impair our ability to sell foreign vehicles profitably;
- with respect to PTL, changes in the financial health of its customers, labor strikes or work stoppages by its employees, a reduction in PTL's asset utilization rates and industry competition which could impact distributions to us;
- we are dependent on continued availability of our information technology systems;
- with respect to our car rental operations, we are subject to residual risk on the rental cars and the risk that a substantial number of the rental cars may be unavailable due to recall or other reasons;
- if we lose key personnel, especially our Chief Executive Officer, or are unable to attract additional qualified personnel;
- new or enhanced regulations relating to automobile dealerships including those that may be issued by the Consumer Finance Protection Bureau in the U.S. or the Financial Conduct Authority in the U.K. restricting automotive financing;
- changes in tax, financial or regulatory rules or requirements;
- we could be subject to legal and administrative proceedings which, if the outcomes are adverse to us, could have a material adverse effect on our business;

- if state dealer laws in the U.S. are repealed or weakened, our automotive dealerships may be subject to increased competition and may be more susceptible to termination, non-renewal or renegotiation of their franchise agreements;

- some of our directors and officers may have conflicts of interest with respect to certain related party transactions and other business interests; and

- shares of our common stock eligible for future sale may cause the market price of our common stock to drop significantly, even if our business is doing well.

We urge you to carefully consider these risk factors in evaluating all forward-looking statements regarding our business. Readers of this report are cautioned not to place undue reliance on the forward-looking statements contained in this report. All forward-looking statements attributable to us are qualified in their entirety by this cautionary statement. Except to the extent required by federal securities laws and the Securities and Exchange Commission's rules and regulations, we have no intention or obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Interest Rates. We are exposed to market risk from changes in the interest rates on a significant portion of our outstanding debt. Outstanding revolving balances under our credit agreements bear interest at variable rates based on a margin over defined LIBOR or the Bank of England Base Rate. Based on the amount outstanding under these facilities as of September 30, 2014, a 100 basis point change in interest rates would result in an approximate $4.1 million change to our annual other interest expense. Similarly, amounts outstanding under floor plan financing arrangements bear interest at a variable rate based on a margin over the prime rate, defined LIBOR, the Finance House Base Rate, or the Euro Interbank Offered Rate, or the Australian or New Zealand Bank Bill Swap Rate (BBSW). In 2011, we entered into forward-starting interest rate swap agreements beginning January 2012 and maturing December 2014 pursuant to which the LIBOR portion of $300 million of our floating rate floor plan debt is fixed at a rate of 2.135% and $100 million of our floating rate floor plan debt is fixed at a rate of 1.55%. Based on an

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average of the aggregate amounts outstanding under our floor plan financing arrangements subject to variable interest payments during the trailing twelve months ended September 30, 2014, including consideration of the notional value of the swap agreements expiring on December 31, 2014, a 100 basis point change in interest rates would result in an approximate $20.9 million change to our annual floor plan interest expense.

We evaluate our exposure to interest rate fluctuations and follow established policies and procedures to implement strategies designed to manage the amount of variable rate indebtedness outstanding at any point in time in an effort to mitigate the effect of interest rate fluctuations on our earnings and cash flows. These policies include:

- the maintenance of our overall debt portfolio with targeted fixed and variable rate components;
- the use of authorized derivative instruments;
- the prohibition of using derivatives for trading or other speculative purposes; and
- the prohibition of highly leveraged derivatives or derivatives which we are unable to reliably value, or for which we are unable to obtain a market quotation.

Interest rate fluctuations affect the fair market value of our fixed rate debt, including our swaps, mortgages, and certain seller financed promissory notes, but, with respect to such fixed rate debt instruments, do not impact our earnings or cash flows.

Foreign Currency Exchange Rates. As of September 30, 2014, we had operations in the U.K., Germany, Italy, Australia and New Zealand. In each of these markets, the local currency is the functional currency. In the event we change our intent with respect to the investment in any of our international operations, we would expect to implement strategies designed to manage those risks in an effort to mitigate the effect of foreign currency fluctuations on our earnings and cash flows. A ten percent change in average exchange rates versus the U.S. Dollar would have resulted in an approximate $517.0 million change to our revenues for the nine months ended September 30, 2014.

In common with other automotive retailers and commercial vehicle distributors, we purchase certain of our new vehicle and parts inventories from non-U.S. manufacturers. Although we purchase the majority of our automotive inventories in the local functional currency, our business is subject to certain risks, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility which may influence such manufacturers' ability to provide their products at competitive prices in the local jurisdictions. Our future results could be materially and adversely impacted by changes in these or other factors.

Item 4. *Controls and Procedures*

Under the supervision and with the participation of our management, including the principal executive and financial officers, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is 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 report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive and financial officers, to allow timely discussions regarding required disclosure.

Based upon this evaluation, our principal executive and financial officers concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. In addition, we maintain internal controls designed to provide us with the information required for accounting and financial reporting purposes. There were no changes in our internal control over financial reporting that occurred during the most recent quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings*

We are involved in litigation which may relate to claims brought by governmental authorities, customers, vendors, or employees, including class action claims and purported class action claims. We are not a party to any legal proceedings, including class action lawsuits, that individually or in the aggregate, are reasonably expected to have a material adverse effect on us. 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.

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Item 6. *Exhibits*

4.1	Consent and Amendment Letter — Amendment No. 3 dated September 17, 2014 to the U.K. Credit Agreement, dated as of December 16, 2011, by and among the Company's U.K. Subsidiaries, Royal Bank of Scotland plc, and BMW Financial Services (GB) Limited.
12	Computation of Ratio of Earnings to Fixed Charges.
31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification.
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification.
32	Section 1350 Certification.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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SIGNATURES

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.

PENSKE AUTOMOTIVE GROUP, INC.

	By: /s/ Roger S. Penske
	Roger S. Penske
Date: October 29, 2014	*Chief Executive Officer*
	By: /s/ David K. Jones
	David K. Jones
Date: October 29, 2014	*Chief Financial Officer*

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EXHIBIT INDEX

Exhibit No.	Description
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101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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Section 2: EX-4.1 (EX-4.1)

Exhibit 4.1

THE ROYAL BANK OF SCOTLAND PLC as Agent
2 St Philips Place
Birmingham
B3 2RB
Attention: Bob Ottewill and Neil Taylor

Date: 17 September 2014

Dear Sirs

£100,000,000 REVOLVING FACILITY AGREEMENT - CONSENT & AMENDMENT LETTER

1. BACKGROUND

1.1 We refer to the £100,000,000 revolving facility agreement dated 16 December 2011 and made between, amongst others (1) UAG UK Holdings Limited as Parent, (2) Sytner Group Limited, as Company and Original Borrower, (3) the companies listed in part 1 of schedule 1 therein as Original Guarantors, (4) The Royal Bank of Scotland plc and BMW Financial Services (GB) Limited as Mandated Lead Arranger, (5) the financial institutions listed in part 2 and part 3 of the schedule 1 therein as Original Lenders, (6) The Royal Bank of Scotland plc as Agent and (7) The Royal Bank of Scotland plc as Security Agent (the **"Facility Agreement"**).

1.2 It is proposed that Penske Transportation Group International Pty Ltd (the "**Purchaser**"), a wholly-owned subsidiary of the Parent incorporated in Australia, will enter into a sale and purchase agreement with Daimler AG ("**Daimler**") and MTU Friedrichshafen GmbH ("**MTU**") (as vendors) (the **"SPA"**) in relation to the proposed acquisition (the **"Acquisition"**) of the entire issued share capital of MTU Detroit Diesel Australia Pty Ltd (registered number ACN 073 690 990) from Daimler and MTU Australia Pty Ltd (registered number ACN 001 521 080) from MTU (each a "**Target**" and together, the **"Targets"**).

1.3 It is proposed that the purchase price to be paid in relation to the Acquisition of up to AUD150,000,000 will be funded (subject to the Majority Lender consent) from the following sources:

1.3.1 a loan of up to a principal amount of AUD80,000,000 (or its equivalent in other currencies) from Penske Automotive Group, Inc. being the ultimate holding company of the Parent, to the Parent (the **"US Loan"**);

1.3.2 a distribution of up to £40,000,000 made from the Company to the Parent (the **"Distribution"**); and

1.3.3 following receipt of the Distribution and the US Loan, a loan of up to AUD80,000,000 (the "**Australian Loan**") from the Parent to the Purchaser and an equity investment by the Parent in the Purchaser, together in an aggregate amount no more than the sum of the Distribution and, if relevant, the US Loan.

1.4 The Company, in connection with the Acquisition and pursuant to clause 38 (*Amendments and waivers*) of the Facility Agreement hereby requests that the Majority Lenders consent to the matters detailed in paragraph 3.1 (*Consents*) of this letter. Accordingly the Agent must seek the consent of the Majority Lenders before executing this letter on their behalf.

1.5 This letter is supplemental to and amends the Facility Agreement.

1.6 This letter is entered into by Sytner Group Limited as the Company and as Obligors' Agent.

2. DEFINITIONS AND INTERPRETATION

2.1 **Definitions**

In this letter terms defined in, or construed for the purposes of, the Facility Agreement have the same meanings when used in this letter (unless the same are otherwise defined in this letter).

2.2 **Continuing obligations**

Subject to the provisions of this letter:

2.2.1 the Facility Agreement (other than as amended in accordance with the terms of this letter) and all other Finance Documents shall remain in full force and effect;

2.2.2 the Company on behalf of each Obligor confirms its knowledge and acceptance of this letter;

2.2.3 the Facility Agreement shall be read and construed as one document with this letter;

2.2.4 the Company on behalf of each Obligor confirms that with effect from the Effective Date (as defined below), each Obligor shall be bound by the terms of the Facility Agreement as amended by the terms of this letter;

2.2.5 the Company on behalf of each Obligor confirms that the guarantee and indemnity given by each Obligor pursuant to Clause 20 (*Guarantee and indemnity*) of the Facility Agreement and all Security given by each Obligor pursuant to the Facility Agreement shall continue in full force and effect notwithstanding the consents set out below and the amendment of the Facility Agreement in accordance with the terms of this letter; and

2.2.6 except as expressly provided in paragraphs 3 (*Consents*) or 4 (*Amendments*) nothing in this letter shall constitute or be construed as an amendment, waiver, consent or release of any provisions of, or any right or remedy of the Finance Parties under, the Finance Documents, nor otherwise prejudice any right or remedy of a Finance Party under the Facility Agreement or any other Finance Document.

3. CONSENTS

3.1 **Consents**

The Company requests Majority Lender consent in relation to the following matters:

3.1.1 notwithstanding any restriction under clause 24.15 (*Loans or credit*) of the Facility Agreement, the Majority Lenders consent to the Parent making the Australian Loan and the making of such loan will not breach clause 24.15 (*Loans or credit*) of the Facility Agreement;

3.1.2 notwithstanding any restriction under clause 24.17 (*Dividends and share redemption*) of the Facility Agreement, to the Company making:

3.1.2.1 the Distribution to the Parent; and

3.1.2.2 a distribution of up to a maximum of £20,000,000 to the Parent for the purpose of repaying the inter-company debt owed by the Parent to the Company (the "**Dividend**"),

and such Distribution and Dividend by the Company to the Parent will not breach clause 24.17 (*Dividends and share *redemption*) of the Facility Agreement;

3.1.3 to the Parent incurring Financial Indebtedness in connection with the US Loan notwithstanding any restriction under clause 24.18 (*Financial Indebtedness*) of the Facility Agreement and the Parent incurring such Financial Indebtedness will not breach clause 24.18 (*Financial Indebtedness*) of the Facility Agreement; and

3.1.4 notwithstanding any restriction under clause 24.18 (*Financial Indebtedness*) of the Facility Agreement, an increase to the net limit contained in the Natwest Overdraft Letter to £50,000,000 from 28 September 2014 until 25 October 2014 inclusive, and the Parent incurring such Financial Indebtedness will not breach clause 24.18 (*Financial Indebtedness*) of the Facility Agreement.

3.2 **Acceptance by Majority Lenders**

The consents in paragraph 3.1 (*Consents*) above shall be effective on the date (the "**Effective Date**") upon which the Agent gives written confirmation to the Company that the Agent has received:

3.2.1 an original of this letter countersigned by the Company by which the Company (on behalf of itself and each of the Obligors) acknowledges and agrees to the terms of this letter; and

3.2.2 a copy of the resolutions of the directors of the Company authorising it to agree to the terms of this letter and perform all its obligations under it, in form and substance satisfactory to the Agent.

The above consents shall apply only to the matters specifically referred to in this letter and are given in reliance upon any information supplied to the Agent by the Obligors being true, complete and accurate. Such consent shall be without prejudice to any rights which the Finance Parties may now or hereafter have in relation to any other circumstances or matters other than as specifically referred to in this letter (and whether subsisting at the date hereof or otherwise) or in relation to any such information being other than true, complete and accurate, which rights shall remain in full force and effect.

3.3 **Confirmation from the Obligors**

With effect from the date of countersignature of this letter, the Company and each Obligor confirms and agrees that:

3.3.1 the US Loan (including any accrued interest) shall only be repaid using proceeds received by the Parent from the Purchaser or any of the Purchaser's Subsidiaries, provided that such proceeds are received by the Purchaser or its Subsidiaries from an entity that is not a member of the Group;

3.3.2 if the US Loan (including any accrued interest) has not been repaid prior to the date falling 60 days after the Daimler/MTU Completion Date, the Company shall procure that Penske Automotive Group, Inc., any relevant subsidiaries and each relevant Obligor shall enter into a subordination deed (in form and substance satisfactory to the Agent) confirming that the outstanding balance of the US Loan is fully subordinated to the Loans under the Facility Agreement;

3.3.3 the Purchaser and each Target shall ensure that each Target's constitutional documents do not grant their directors discretion to refuse to register a transfer of shares under or in connection with any Security provided to the Security Agent, provided that there shall be no breach of this paragraph if such discretion is removed within seven Business Days following the Daimler/MTU Completion Date;

3.3.4 for so long as any amount is outstanding under the Finance Documents or any Commitment is in force, the Company and the Parent shall procure that:

3.3.4.1 the Purchaser shall not:

(a) create or permit to subsist any Security over the shares in either Target other than in accordance with Clause 24.29.4 of the Facility Agreement; and/or

(b) sell, transfer or otherwise dispose of any of the shares in either Target other than in accordance with:

(i) Clause 24.29.4 of the Facility Agreement; and/or

(ii) paragraph (b) of the definition of Permitted Disposal in the Facility Agreement, save that references to "the Group" in that paragraph (b) shall be to "the UAG Group" for the purpose of this paragraph 3.3.4.1(b)(ii); and/or

3.3.4.2 each Target shall not amend its constitutional documents to allow its directors discretion to refuse to register a transfer of shares under or in connection with any Security provided to the Security Agent; and

3.3.5 at any time after the Purchaser has granted a Subsidiary Share Charges in accordance with Clause 24.29.4 of the Facility

Agreement, the relevant Target shall not issue any further shares unless those shares are charged to the Security Agent at the same time and in the same manner as set out in Clause 24.29.4 of the Facility Agreement.

A failure to comply with the requirements of this paragraph 3.3 shall be an Event of Default in accordance with Clause 25.3 (*Other obligations*) of the Facility Agreement.

4. AMENDMENTS

With effect from the Effective Date, the Facility Agreement shall be amended as follows:

4.1 the following new definitions shall be inserted into Clause 1.1 (*Definitions*):

"“**Daimler/MTU Completion Date**” means the Completion Date as defined in the Daimler/MTU SPA”; and

"“**Daimler/MTU SPA**” means the sale and purchase agreement with Daimler AG (“**Daimler**”) and MTU Friedrichshafen GmbH (“**MTU**”) (as vendors) and Penske Transportation Group International Pty Ltd (as purchaser) in relation to the proposed acquisition of the entire issued share capital of MTU Detroit Diesel Australia Pty Ltd (registered number ACN 073 690 990) from Daimler and MTU Australia Pty Ltd (registered number ACN 001 521 080) from MTU”.

4.2 the definition of “**Margin**” in Clause 1.1 (*Definitions*) shall be amended by inserting the following as a new paragraph at the end of the definition:

“Notwithstanding the above, the Margin from the Daimler/MTU Completion Date until the second Quarter Date following the Daimler/MTU Completion Date shall be 1.50% per annum”;

4.3 Clause 22.5.3 (*Group Companies*) shall be deleted and replaced with the following new clause:

“22.5.3 the Parent shall supply to the Agent a report signed by two directors of the Parent, confirming that the aggregate of earnings before interest, tax, depreciation and amortisation (calculated on the same basis as Consolidated EBITDA, as defined in clause 23 (*Financial Covenants*) but on the basis that references in the definition of **“Consolidated EBITDA”** and related definitions to **“Group”** shall be to the **“Australian Group”**) of the Australian Group and the aggregate gross assets, the aggregate net assets and aggregate turnover of the Australian Group (in each case calculated on an unconsolidated basis and excluding all intra-group items and investment in Subsidiaries of any member of the Australian Group) does not exceed 40 per cent of the consolidated earnings before interest, tax, depreciation and amortisation (calculated on the same basis as Consolidated EBITDA, as defined in clause 23 (*Financial Covenants*) but on the basis that references in the definition of **“Consolidated EBITDA”** and related definitions to **“Group”** shall be to the **“UAG Group”**) of the UAG Group and consolidated gross assets, consolidated net assets and consolidated turnover of the UAG Group.**”**; and

4.4 Clause 24.29.4 (*Further assurance*) shall be deleted and replaced with the following new clause:

24.29.4 In the event that:

(a) the provisions of clause 24.32.1 are not complied with; and/or

(b) the aggregate of earnings before interest, tax, depreciation and amortisation (calculated on the same basis as Consolidated EBITDA, as defined in clause 23 (*Financial Covenants*) but on the basis that references in the definition of **“Consolidated EBITDA”** and related definitions to **“Group”** shall be to the Australian Group) of the Australian Group and the aggregate gross assets, the aggregate net assets and aggregate turnover of the Australian Group (in each case calculated on an unconsolidated basis and excluding all intra-group items and investment in Subsidiaries of any member of the Australian Group) exceeds 40 per cent of the consolidated earnings before interest, tax, depreciation and amortisation

(calculated on the same basis as Consolidated EBITDA, as defined in clause 23 (*Financial Covenants*) but on the basis that references in the definition of **“Consolidated EBITDA”** and related definitions to **“Group”** shall be to the **“UAG Group”**) of the UAG Group and consolidated gross assets, consolidated net assets and consolidated turnover of the UAG Group (the **“Australian Group Threshold Test”**),

the Parent shall as soon as reasonably practicable following the earlier of (i) the Agent giving notice to the Parent and (ii) the Parent or an Obligor becoming aware of the failure to so comply with the provisions of clause 24.32.1 or the Australian Group Threshold Test being exceeded (as the case may be), execute and deliver to the Security Agent (i) a charge over the shares held by the Parent in Penske Transportation Group International Pty Ltd (in such form as the Security Agent may reasonably require) in favour of the Security Agent or its nominee(s) (the “**Purchaser Share Charge**”) and (ii) a charge over the shares held by Penske Transportation Group International Pty Ltd in each of its Subsidiaries (in such form as the Security Agent may reasonably require) in favour of the Security Agent or its nominee(s) (each a "**Subsidiary Share Charge**" and together the "**Subsidiary Share Charges**" and the Purchaser Share Charge and each Subsidiary Share Charge together being the **"Australian Share Charges"**) together with such legal opinions (in form and substance and from legal counsel satisfactory to the Security Agent) relating to the Australian Share Charges as the Security Agent may reasonably require and any notices or documents required to be given or executed under the terms of the Australian Share Charges.".

5. REPRESENTATIONS AND RELIANCE

5.1 **Representations**

The Company makes the Repeating Representations to each Finance Party at the date of this letter, on the date this letter is countersigned by the Agent and on the Effective Date by reference to the facts and circumstances existing at such dates respectively but as if references to the "Facility Agreement" include this letter and the Facility Agreement as amended by the terms of this letter.

5.2 **Reliance**

The Company on behalf of each Obligor acknowledges that the Agent has entered into this letter in full reliance on the representations and warranties made by it in the terms stated in this paragraph 5.

6. FURTHER ASSURANCE

The Company shall, at the request of the Agent and at its own expense, do all such acts and things necessary or desirable to give effect to the amendments effected or to be effected pursuant to this letter.

7. MISCELLANEOUS

7.1 **Incorporation of terms**

The provisions of clauses 38 (*Amendments and waivers*) and 34 (*Notices*) of the Facility Agreement shall apply to this letter as if set out in full in this letter and as if references in those clauses to "*this Agreement*" or "*the Finance Documents*" are references to this letter.

7.2 **Counterparts**

This letter may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this letter. Delivery of a counterpart of this letter by e-mail attachment or telecopy shall be an effective mode of delivery.

7.3 **Third party rights**

Unless expressly provided to the contrary in a Finance Document a person who is not a party to this letter has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce or enjoy the benefit of any term of this letter.

7.4 **Finance Document**

The Agent and the Company designate this letter a Finance Document.

8. GOVERNING LAW/ENFORCEMENT

8.1 **Governing law**

This letter and any non-contractual obligations arising out of or in connection with it shall be governed by English law.

8.2 **Jurisdiction of English courts**

8.2.1 The courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with this letter (including a dispute relating to the existence, validity or termination of this letter or any non-contractual obligation arising out of or in connection with this letter) (a **"Dispute"**).

8.2.2 The parties to this letter agree that the courts of England are the most appropriate and convenient courts to settle Disputes and accordingly no party to this Letter will argue to the contrary.

Please confirm your agreement to the above by signing and returning the enclosed copy of this letter.

Yours faithfully

/s/ Adam Collinson

For and on behalf of
SYTNER GROUP LIMITED
as Company and Obligors' Agent

ON COPY

To: **Sytner Group Limited**

We acknowledge agree and accept the above terms:

THE ROYAL BANK OF SCOTLAND PLC

(acting in its capacity as Agent)

Signed by /s/ Jayne Tobin

For and on behalf of **THE ROYAL BANK OF SCOTLAND PLC as Agent** on behalf of the Lenders (acting on the instruction of the Majority Lenders)

Dated: 17 September 2014

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Section 3: EX-12 (EX-12)

Exhibit 12

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,				
	2014	**2013**	**2014**	**2013**	**2013**	**2012**	**2011**	**2010**	**2009**
Income from continuing operations before undistributed earnings of equity method investments, amortization of capitalized interest, and taxes	$ 116.2	97.6	$ 339.2	281.9	372.6	287.7	245.2	185.7	119.6
Less undistributed earnings of equity method investments	$ (12.7)	(11.2)	$ (28.7)	(22.4)	(30.7)	(27.6)	(25.4)	(20.6)	(13.8)
Plus distributed earnings of equity method investments	$ 4.3	3.0	$ 9.3	7.1	10.8	23.6	9.2	9.9	21.3
Plus amortization of capitalized interest	$ 0.2	0.2	$ 0.6	0.6	0.8	0.8	0.8	0.8	0.8
	$ 108.0	89.6	$ 320.4	267.2	353.5	284.5	229.8	175.8	127.9
Plus:									
Fixed charges:									
Other interest expense (includes amortization of deferred financing costs)	$ 13.3	12.3	$ 39.5	35.7	47.7	46.6	44.1	48.4	54.5
Debt discount amortization	$ —	—	$ —	—	—	—	1.7	8.6	13.0
Floor plan interest expense	$ 11.2	10.6	$ 33.9	31.4	43.3	38.1	26.6	32.4	32.7
Capitalized interest	$ 0.2	0.2	$ 0.5	0.5	1.3	0.6	0.7	0.5	0.9
Interest factor in rental expense	$ 16.2	14.8	$ 48.4	43.6	59.1	55.9	53.2	50.3	49.1
Total fixed charges	$ 40.9	37.9	$ 122.3	111.2	151.4	141.2	126.3	140.2	150.2
Less:									
Capitalized interest	$ 0.2	0.2	$ 0.5	0.5	1.3	0.6	0.7	0.5	0.9
Earnings	$ 148.7	127.3	$ 442.2	377.9	503.6	425.1	355.4	315.5	277.2
Ratio of earnings to fixed charges	3.6	3.4	3.6	3.4	3.3	3.0	2.8	2.3	1.8

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Section 4: EX-31.1 (EX-31.1)

Exhibit 31.1

CERTIFICATION

I, Roger S. Penske, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Penske Automotive Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Roger S. Penske

Roger S. Penske
Chief Executive Officer

October 29, 2014

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Section 5: EX-31.2 (EX-31.2)

Exhibit 31.2

CERTIFICATION

I, David K. Jones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Penske Automotive Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ David K. Jones

David K. Jones
Chief Financial Officer

October 29, 2014

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Section 6: EX-32 (EX-32)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Penske Automotive Group, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Roger S. Penske and David K. Jones, Principal Executive Officer and Principal Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Roger S. Penske

Roger S. Penske
Chief Executive Officer

October 29, 2014

/s/ David K. Jones

David K. Jones
Chief Financial Officer

October 29, 2014

A signed original of this written statement required by Section 906 has been provided to Penske Automotive Group, Inc. and will be retained by Penske Automotive Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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