

SECURITIES AND EXCHANGE COMMISSION

FORM S-1

General form of registration statement for all companies including face-amount certificate companies

Filing Date: **2001-02-02**
SEC Accession No. **0000950103-01-000091**

([HTML Version](#) on secdatabase.com)

FILER

AUTOCENTRIC JV LLC

CIK: **1133362**

Type: **S-1** | Act: **33** | File No.: **333-54834** | Film No.: **1522075**

Mailing Address

3031 WEST GRAND BLVD
DETROIT MI 48202

Business Address

3031 WEST GRAND BLVD
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for the same offering. [] _____

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

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [] _____

<TABLE>

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
<S> Series A Units.....	<C> 250,000 units	<C> \$ 100	<C> \$ 25,000,000	<C> \$ 6,250

</TABLE>

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933.

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

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

PROSPECTUS (Subject to Completion)
Issued February 2, 2001

250,000 Units

AUTOCENTRIC JV LLC

Series A Units

AutoCentric JV LLC is offering up to 250,000 Series A units in an offering solely to General Motors vehicle dealers in the United States, including Saturn retailers and Saab dealers, as determined by General Motors in its sole discretion. The Series A units will represent up to one half of the economic interest in AutoCentric depending upon the number of Series A units sold pursuant to this offering. The remaining economic interest will be represented by Series B units which will be owned, directly or indirectly, by General Motors. Each unit represents the same economic interest in AutoCentric.

We were formed to promote the interests of General Motors and its dealers in the online sale of motor vehicles. General Motors and its dealer representatives believe that this objective can be achieved by developing a new online business model either through an existing automotive e-commerce company, an AEC, in which we would purchase a significant minority equity interest or

through the development and launch of an independent AEC in which we would seek to retain a significant minority equity interest. Our business will primarily be to manage and coordinate the relationship with General Motors, the participating GM dealers and any AEC in which we maintain an interest.

This is our initial public offering and no public market exists for our units. The units will not be listed on any securities exchange and will be subject to significant restrictions on transfer. Accordingly, we do not expect a market to develop in the units.

The number of Series A units you will be required to purchase and the total investment you will be required to make in order to participate in AutoCentric will vary based on your 2000 calendar year retail sales. It is expected that any GM dealer who purchases Series A units will be required to concurrently enter into an AEC dealer agreement with any AEC in which we maintain an interest and an AutoCentric dealer agreement with AutoCentric upon the closing of this offering.

Investing in the Series A units involves risks.
See "Risk Factors" beginning on page 15.

PRICE: \$100 PER UNIT

	Price to GM dealers -----	Underwriting Discounts and Commissions -----	Proceeds to AutoCentric -----
Per unit.....	\$ 100	N/A	\$ 100
Total.....	\$25,000,000	N/A	\$25,000,000

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

, 2001

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In this prospectus, "AutoCentric," "we," "us" and "our" refer to

AutoCentric JV LLC. You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are offering to sell, and seeking offers to buy, Series A units only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the Series A units. In this prospectus, "GM dealers" refers to General Motors dealers in the United States, including Saturn retailers and Saab dealers, as determined by General Motors in its sole discretion.

Our principal executive offices are located at 3031 West Grand Boulevard, Detroit, Michigan 48202, and our telephone number is (313) 974-1935.

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PROSPECTUS SUMMARY

We are a limited liability company that will be jointly owned by General Motors and its participating General Motors dealers located in the U.S., including Saturn retailers and Saab dealers, as determined by General Motors in its sole discretion. We were formed to promote the interests of General Motors and its dealers in the online sale of motor vehicles. Our objective is to define a new online business model to provide an enhanced online experience for GM customers in order to increase sales of GM vehicles. After considering several alternatives, General Motors and its dealer representatives decided that this objective could best be furthered either through a significant minority equity investment in an existing automotive e-commerce company, an AEC, which operates all makes and models vehicle research, shopping and purchasing services or through the development and launch of an independent AEC in which we would seek to retain a minority interest.

We expect that each of the dealers who purchase our Series A units will concurrently be required to enter into:

- o an AEC dealer agreement with any AEC in which we maintain an interest which will set forth various fee arrangements for referrals and/or sales of GM vehicles generated through the AEC, and
- o an AutoCentric dealer agreement with us, which, among other things, will allow you to select some of your GM inventory to be available for sale by you or other participating GM dealers in your area within a geographically based market inventory system; the inventory that you make available would be listed at or below a published e-price determined by you.

We believe that the Internet will have an increased impact on our retail business in the future. According to J.D. Power and Associates, 54% of all new vehicle buyers use the Internet to help them research and/or purchase a vehicle. J.D. Power and Associates projects that this figure will grow to 73% by the beginning of 2003. Additionally, Forrester Research estimates that by the end of 2005, over 6% of total new vehicle sales will be made directly online, compared with less than 1% of new vehicle sales today. We believe that auto retailers should prepare themselves to meet the consumer needs that result from these trends in consumer buying behavior.

The new online business model that we expect to put in place differs from those employed by existing AECs in three key respects. Consumers will have the opportunity to:

- o view GM vehicle inventory across a complete market area;
- o purchase select vehicles online at a guaranteed e-price set by the GM dealer who owns the vehicle; and
- o purchase the vehicle of their choice from the GM dealer of their choice.

From a dealer perspective, the new model allows dealers to maintain control over their inventory and prices in the following way:

- o dealers choose how much of their inventory to list online;
- o of the inventory listed online, dealers choose how much of their inventory they wish to assign an e-price; and
- o the e-price is always set by the dealer who owns the vehicle.

We expect the new online business model to evolve over time as we continue to refine our position on issues such as e-price and inventory visibilities. We believe the new business model will provide GM dealers with the opportunity to gain access to the growing online traffic in the automotive industry and take advantage of several distinct features, including:

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- o the ability to compete more effectively with other online sources;
- o the ability to leverage the broad GM dealer network through access to an inventory system which provides a geographically based market area view of available inventory;
- o a valuable marketing tool;
- o the ability to develop a larger number of online customer relationships and strengthen existing customer relationships; and
- o flexibility regarding whether and how to participate in the new online business model.

The participation in an all makes and models website is key to our business strategy. According to a study conducted by Opinion Research Corporation, Americans prefer independent online buying sites to single manufacturer sites by nearly three to one. In addition, J.D. Power and Associates has found that on average, consumers visit six automotive-related websites while shopping for a vehicle. In an effort to provide services to consumers in a manner that is consistent with where they prefer to shop, General Motors wants to supplement its existing manufacturer branded websites with an independent online presence.

Our business will primarily be to manage and coordinate the relationship with General Motors, the participating GM dealers and any AEC in which we maintain an interest and to assist in the execution of its new online business model for GM consumers. The primary reason to invest in Series A units is to be able to participate in an online automotive commerce marketplace that we believe will benefit overall dealership operations for participating GM dealers. Your ability to redeem or transfer the Series A units or receive distributions on the underlying shares of any AEC in which we maintain an interest is expected to be subject to the discretion of our board of representatives. Series A units will not be registered on any public exchange and there will not be any public market for the Series A units.

We have filed the registration statement relating to this prospectus with the Securities and Exchange Commission at this time because federal and state securities laws require that we do so prior to engaging in communications with you regarding the offering. However, the filing of the registration statement does not mean that General Motors or any of its dealers must commit to the execution of an online business model at this time. If there is sufficient interest among the GM dealers to move forward with our proposed business model, we will continue to pursue our online strategy and to define our online business model. We will amend this prospectus and circulate another preliminary prospectus to include information regarding any definitive agreements or the terms of any specific arrangement that we may enter into for these purposes. We do not intend to sell any units prior to that time. Accordingly, you will not need to make your investment decision until you have received more detailed information regarding our online business plan, including information regarding any AEC in which we seek to maintain an interest.

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THE OFFERING

Series A units offered..... We are offering up to 250,000 units in this offering, representing a maximum aggregate offering price of \$25 million.

Series A units to be outstanding after this offering..... Up to 250,000 units, all of which will be reserved for GM dealers, representing up to 50% of the economic interest in AutoCentric.

Series B units to be outstanding after this offering..... 250,000 units which will represent the remaining economic interest in AutoCentric, all of which will be owned directly or indirectly by General Motors.

Dealer contribution..... Each GM dealer with a separate GM business code and/or a separate premises addendum to a GM dealer sales and service agreement is considered a separate GM dealer for purposes of this offering. Each Saab dealer which is a party to a Saab dealer sales and services agreement, and each Saturn full function retail facility, is considered a separate dealer for purposes of this offering. Series A units will be held by dealer entities, not by the individual dealer owners.

The minimum number of units that you will be required to purchase in order to participate in the new online business model will range from 10 units for \$1,000 to 150 units for \$15,000, depending on your 2000 calendar year retail sales.

Dealers will be permitted to purchase additional Series A units in excess of their minimum purchase amounts, up to 150 units.

Use of proceeds..... The net proceeds from the offering will be up to \$25 million depending upon the number of Series A units sold in this offering. We will use the net proceeds from this offering:

- o to purchase a significant minority equity investment in an existing AEC or to develop and launch an independent AEC in which we expect to maintain a significant minority interest, and
- o for general operating expenses.

Governance of AutoCentric;
Voting rights..... We will be managed by a board of representatives consisting of six representatives, three Series A representatives and three Series B representatives. Each Series A unit will have one vote in the election of the Series A representatives, until that unitholder is no longer

a GM dealer or is in material breach of the related GM dealer sales and service

agreement, or that unitholder is no longer bound by or is in material breach of either its AEC dealer agreement or its AutoCentric dealer agreement. Actions by our board of representatives will be taken by majority vote.

If we purchase an interest in an AEC, and on the second anniversary of the closing of our acquisition of an interest in that AEC at least 500 GM dealers have not purchased Series A units, the number of Series A representatives may be reduced to two.

Transfer restrictions..... You may not transfer any unit without the prior written consent of our board of representatives, acting in its sole discretion. Any transfer will be subject to the discretion of, and any conditions imposed by, our board of representatives including an opinion of counsel to the effect that we will not be treated as a publicly traded partnership for federal income tax purposes as a result of the transfer.

In addition, Series A units may only be transferred to a GM dealer who is bound by an AEC dealer agreement and an AutoCentric dealer agreement. The units will not be listed on any securities exchange and will be subject to very significant restrictions on transfer. Because of this, we do not expect a market to develop in the units.

Redemption rights..... Any redemption will be at the sole discretion of our board of representatives and will be subject to any conditions imposed by our board of representatives, including an opinion of counsel to the effect that we will not be treated as a publicly traded partnership for federal income tax purposes as a result of such redemption. If our board of representatives consents to any redemption, we will redeem all, but not part, of the Series A units held by the GM dealer requesting redemption in exchange for the redemption consideration described below. We may not have sufficient funds to redeem any Series A units. Any redemption will require, except in limited circumstances, a 60 day waiting period.

Your units will be subject to mandatory redemption at our election if you cease to be a GM dealer, if you are in breach of, or no longer bound by, an AEC dealer agreement or an AutoCentric dealer agreement, or if our board of representatives determines to dissolve us.

If your units are redeemed, our board of representatives will determine, in its sole discretion, the consideration that you will receive from one of the three options:

o cash representing the fair market value of the Series A units being redeemed,

- o if we maintain an interest in an AEC, a number of shares of the AEC's common stock, rounded down to the nearest whole number, representing the same percentage of all shares of the AEC's common stock then held by us as the percentage interest in AutoCentric represented by units being redeemed, or
- o if we maintain an interest in an AEC, a combination of cash and the AEC's common stock representing the fair market value of the Series A units being redeemed.

Operations..... We expect to enter into an agreement with General Motors and, if applicable, any AEC in which we maintain an interest that will, among other things, define inventory and pricing requirements for the GM dealers that purchase Series A units in AutoCentric. Our primary business activity will be to manage and coordinate our relationship among General Motors and the participating GM dealers and any AEC in which we maintain an interest with respect to the new online business model.

AEC dealer agreement and AutoCentric dealer agreement..... If we maintain an interest in an AEC, each dealer who purchases Series A units will be required to concurrently enter into an AEC dealer agreement which will set forth various fee arrangements for referrals and/or sales of GM vehicles generated through the AEC.

Your AutoCentric dealer agreement, will among other things, allow you to select some of your GM inventory to be available for sale by you or other participating GM dealers in your area, within a geographically based market inventory system; the inventory that you make available would be listed at or below a published e-price determined by you.

Management of the AEC..... If we maintain an interest in an AEC, we would expect to have the right to appoint a minority of its board of directors.

SUMMARY FINANCIAL DATA

The following table summarizes the financial data for our business. The summary financial data should be read in conjunction with our discussion of liquidity appearing under the caption "Selected Financial Data". The pro forma as adjusted balance sheet data gives effect to the sale of 250,000 Series A units, par value \$.01 per unit, at an assumed offering price of \$100 per unit, and the sale of 250,000 Series B units, par value \$.01 per unit, to General Motors at an assumed purchase price of \$100 per unit, as if such sales had occurred on February 1, 2001.

February 1, 2001		
Pro Forma		
Actual	Adjustments	As Adjusted
-----	-----	-----

(dollars in thousands)

Balance Sheet Data:

Cash and cash equivalents.....	1	25,000 (a)	
		25,000 (b)	50,001
Total assets.....	1	50,000	50,001
Total liabilities.....	-	-	-
Unitholders' equity.....			
Series A units, 500,000 units authorized, par value \$.01 per unit, 250,000 units outstanding....		2.5(a)	
Series B units, 500,000 units authorized, par value \$.01 per unit, 250,000 units outstanding....		2.5(b)	5
Additional paid-in capital.....	1	24,997.5(a)	
		24,997.5(b)	49,996
		-----	-----
Total unitholders' equity.....	1	50,000	50,001
		=====	=====
Total liabilities and unitholders' equity.....	1	50,000	50,001
		=====	=====

The accompanying notes are an integral part of the unaudited pro forma balance sheet data.

(a) Represents 250,000 units sold to GM dealers.

(b) Represents 250,000 units sold to General Motors.

QUESTIONS AND ANSWERS ABOUT THE PROPOSED OFFERING

Strategy

Q: Why are we doing this?

A: General Motors and its U.S. dealers are forming a joint venture to promote the online sale of motor vehicles called AutoCentric JV LLC. The purpose of forming AutoCentric is for General Motors and its dealers to join together to create an effective e-commerce strategy.

This joint venture is neither the first, nor any, step toward General Motors trying to sell cars directly to consumers. We believe the consumer will ultimately define the commercial environment and General Motors and the dealers will have to respond with the appropriate business model. Our goal is to provide a way for General Motors and its dealers to jointly embrace the Internet as an integrated sales channel. If General Motors is able to address the needs of consumers better than anyone else, it believes the sales will follow.

General Motors has formed AutoCentric at this time to comply with various legal requirements relating to the new online business model. If there is sufficient interest among the GM dealers to move forward with our proposed business model, we will continue to pursue our online strategy and to define our online business model. We will amend this prospectus and circulate another preliminary prospectus to include information regarding any definitive agreements or the terms of any specific arrangement that we may enter into for these purposes. We do not intend to sell any units prior to that time. Accordingly, you will not need to make your investment decision until you have received more detailed information regarding our online business plan, including information regarding any AEC in which we seek to maintain an interest.

Q: Why all makes and models?

A: Consumer research shows that consumers prefer independent sites to single manufacturer sites three to one. In order to be where consumers like to shop, General Motors and its dealer representatives have decided to pursue a two pronged Internet sales strategy, adding an all makes and models

approach to its manufacturers' site, GM BuyPower.

GM BuyPower is designed to appeal to those consumers looking for information relating to an original equipment manufacturer, or OEM. Similarly, dealer websites appeal to shoppers who desire to shop with a specific local dealer. For those consumers who prefer to shop all makes and models, an interest in an unbiased AEC could provide General Motors and its dealers an opportunity to engage buyers that might not have visited either the dealer website or GM BuyPower.

Q: How does the new online business model relate to General Motors' overall e-strategy?

A: General Motors is pursuing a two-pronged Internet sales strategy. BuyPower and General Motors' divisional website will be aimed at those customers who prefer an OEM website and experience by exclusively featuring General Motors products. The new online business model will target those consumers who prefer a third party independent all makes and models experience.

Q: How does this improve the consumer experience?

A: Our goal is for consumers to be able to select the vehicle of their choice from a large selection of e-priced inventory and begin the purchase process online from the dealer of their choice.

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The new online business model will be designed to achieve the following:

- o offer a superior shopping experience to consumers;
- o enable consumers to access information and services free of charge; and
- o allow dealers to be the primary interface with the consumer.

All key elements of the consumer experience will undergo rigorous testing before implementation.

Q: What is the future of automotive dot.com companies?

A: According to J.D. Power and Associates, online car buying has nearly doubled from 1999 to 2000, and the upward trend is expected to continue. A recent U.S. Department of Commerce study indicated that online car buying sites have been the second fastest growing Internet sector. As of September 2000, the top five automotive business to consumer sites were already attracting over one million distinct monthly visitors each. We believe the Internet offers a method to improve information visibility and flow throughout the automotive channel resulting in a better understanding of consumer preferences and bringing dealers better informed consumers who have fully researched the product and are prepared to purchase a vehicle.

An effective all makes and model site provides unbiased content, broad inventory selection and the cooperation between dealers and manufacturers necessary to make this an effective combination. We believe this type of site is at the forefront of what we expect will be the future of the auto industry.

Q: Are all dealers obligated to participate?

A: No, dealers are not required to participate, but all will be invited. It will be completely up to each dealer to decide what is best for their business.

Business Model

We expect the new online business model to evolve over time as we continue to refine our position on issues such as e-price and inventory visibilities.

Q. How do dealers list their vehicles for sale online?

A: GM dealers can choose to offer their vehicles online with or without an e-price.

Vehicles designated by a GM dealer to be shown for sale online without an e-price will be known as online referral inventory.

- o If a consumer selects a vehicle from the online referral inventory, the consumer's preferred dealer will contact the stocking dealer in order to procure the vehicle through a normal dealer trade.
- o The preferred dealer sets the price for the consumer.
- o The preferred dealer and stocking dealer can be the same dealer.

Vehicles designated by a GM dealer to be shown for sale online with an e-price will be known as online e-priced inventory.

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- o If a consumer selects the stocking dealer as their preferred dealer, the dealer will agree to sell the vehicle at a price no greater than the published e-price.
- o If the consumer selects a dealer other than the stocking dealer as their preferred dealer, the stocking dealer will agree to provide the vehicle to the preferred dealer at the published e-price, less a predefined sales commission set by AutoCentric. As a result stocking dealers that wish to set an e-price for their vehicles need to take into account the preferred dealer's sales commission.
- o If the preferred dealer is also the stocking dealer, the dealer keeps the full proceeds from the sale.

Q: How will the e-price be determined?

A: We expect dealers will determine the e-price for vehicles that they make available for sale online. A participating dealer can charge an online consumer no more than the e-price for that particular unit. This feature of the online business model allows a dealer to control the selling price of its vehicles. Referrals will involve pricing that is negotiated directly between the consumer and the preferred dealer, either online via email or offline at the dealership.

Q: Why an e-price?

A: Nearly all Internet automotive sites today provide MSRP, dealer invoice, and published incentives to allow consumers to start the vehicle purchasing process online. Many are also providing an e-price. Market research shows pricing is the number one feature consumers are seeking in an automotive e-commerce website.

Q: Who will deliver the vehicle?

A: The preferred dealer will deliver the vehicle.

Q: How will allocation credits be impacted?

A: Our new online business model is designed to assist GM dealers, facilitate the sale of more GM vehicles and improve the GM consumer experience. We understand that the new online business model will have no impact on the way General Motors allocates vehicles.

Q: Will there be transaction fees?

A: The business model for this venture will include both referral leads and direct sale leads as permitted by law. Direct sale leads occur when a customer commits to purchase a specific vehicle for sale at an e-price with a refundable deposit. We expect fees to be competitive with those of

other AECs. The dealer will factor these fees into its online prices.

Q: How will dealer performance be monitored?

A: Issues relating to dealer performance monitoring will be addressed when a decision is made on how to execute our new online business model. However, we expect to enter into an operating agreement with General Motors and any AEC in which we maintain an interest, which among other things, will specify certain performance standards and metrics.

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Dealer Participation

Q: If I do not invest in AutoCentric, can I still participate in this new online business model through the AEC?

A: Dealers who purchase Series A units can fully participate in the online business model, including listing vehicles as online referral inventory and online e-priced inventory. Dealers who do not purchase Series A units can only participate in the online business model by listing vehicles as online referral inventory and by signing the appropriate operating agreement with the applicable AEC. Furthermore, dealers who do not purchase Series A units cannot be chosen as the customer's preferred dealer for online e-priced inventory.

Q: When can dealers actually purchase interests in AutoCentric?

A: There are several critical milestones to be achieved prior to purchasing interests in AutoCentric.

- o First, broad dealer support to move forward in implementing the AutoCentric business model must be obtained, as dealer participation is an obvious key to success.
- o Second, we must develop an appropriate relationship with an AEC or develop an independent AEC for the online sale of motor vehicles.
- o Third, we may need to obtain FTC and other governmental approvals, and the registration statement relating to this prospectus must be declared effective by the SEC.

Once these milestones are achieved, dealers will need to commit the funds to purchase their respective interests in us during a brief offering period. The timing for this period is still to be determined.

The Investment

Q: How much will I have to invest?

A: The minimum number of units that you will be required to purchase in order to participate in the new online business model will range from 10 units for \$1,000 to 150 units for \$15,000, depending on your 2000 calendar year retail sales.

Dealers will be permitted to purchase additional Series A units in excess of their minimum purchase amounts, up to 150 units.

Q: What type of security will I receive?

A: We are a limited liability company. Economic interests in a limited liability company are referred to as limited liability company interests. Each Series A unit represents an equal limited liability company interest in AutoCentric. The Series A units will be held by the GM dealers and will represent up to one half of the economic interest in AutoCentric depending upon the number of Series A units sold pursuant to this offering. The remaining economic interest will be represented by Series B units which will be purchased by General Motors.

Q: Can I sell or transfer my units?

A: You may not transfer any unit without the prior written consent of our board of representatives, acting in its sole discretion. Any transfer will be subject to conditions imposed by our board of representatives

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including an opinion of counsel to the effect that we will not be treated as a publicly traded partnership for federal income tax purposes as a result of the transfer. In addition, Series A units may only be transferred to a GM dealer who is bound by an AEC dealer agreement and an AutoCentric dealer agreement.

Q: Will I receive distributions on my units?

A: In general, we plan to retain any earnings for use in the operation of our business. However, our board of representatives, acting in their sole discretion, will determine whether distributions will be made, if at all.

Q: Will AutoCentric units increase in value?

A: The value of your units will depend in part upon the value of any AEC in which we establish or maintain an interest. However, since the units will not be listed on any securities exchange and will be subject to significant restrictions on transfer, you should not invest in the units based on the potential that your units will increase in value. Even if the units of any AEC in which we establish or maintain an interest increase in value, your ability to sell, transfer or redeem your units is subject to the discretion of, and the conditions imposed by, our board of representatives, acting in its sole discretion. Your investment decision should be based on whether you want the opportunity to participate in a joint venture with General Motors that we believe will enhance the consumer online purchasing experience which in turn will benefit both General Motors and you through increased sales of GM vehicles.

Q: Can I redeem my units?

A: A GM dealer may only sell Series A units as part of the dealership, to General Motors, or to another participating GM dealer. If the dealership is sold, Series A units will travel with the dealership.

Any redemption will be at the sole discretion of our board of representatives and will be subject to any conditions imposed by our board of representatives, including conditions imposed in an opinion of counsel to the effect that we will not be treated as a publicly traded partnership for federal income tax purposes. Furthermore, we may not have sufficient funds to be able to redeem your Series A units.

Your units will be subject to mandatory redemption at our election if you cease to be a GM dealer, if you are in breach of, or no longer bound by, either your AEC dealer agreement or your AutoCentric dealer agreement, or if our board of representatives determines to dissolve us.

Q: What are the tax consequences?

A: We are organized to qualify as a partnership under federal income tax laws. This means that any income earned by us is not subject to taxation at the federal level. Instead, each unitholder is required to include in its own income its pro rata share of any distributive share of our items of income, gain, loss, deduction and credit earned by us. This means that you will have federal income tax liability if we earn any income. We are not required to distribute any cash to you to fund this income tax liability and so you may have to use your own funds to pay any taxes owed.

Governance

Q: Who will govern AutoCentric?

A: We will be managed by a board of representatives consisting of six representatives, three Series A representatives and three Series B representatives. Each Series A unit will have one vote in the election of the Series A representatives, until that unitholder is no longer a GM dealer or is in material breach of the related GM dealer sales and service agreement, or that unitholder is no longer bound by or is in material

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breach of either its AEC dealer agreement or its AutoCentric dealer agreement. Actions by our board of representatives will be taken by majority vote.

If we purchase an interest in an existing AEC, and on the second anniversary of the closing of our acquisition of an interest in that AEC at least 500 GM dealers have not purchased Series A units, the number of Series A representatives may be reduced to two.

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RISK FACTORS

You should carefully consider the following risks and all of the other information set forth in this prospectus before deciding to invest in Series A units.

AutoCentric and any AEC in which we maintain an interest would be putting in place a new and unproven online business model and we may not be able to implement the business plan.

The proposed online business model is unproven and may not be successful. We will be successful only if consumers and GM dealers participate in the service. The success of the proposed online business model will depend upon achieving a critical mass of dealers who are willing to participate in the service and who are willing to commit a certain portion of their inventory to an inventory system which provides a geographically based market area view of available inventory for sale by you or other participating GM dealers in your area. However, there can be no certainty regarding the number of GM dealers who will choose to participate in the new online business model. Moreover, if the new business model is not favorably received by consumers, the association of the General Motors brand name with AutoCentric may adversely affect the business and reputation of General Motors and the GM dealers. This may have the effect of diluting the value of the General Motors brand name and indirectly affect the business and reputation of your GM dealership.

Your ability to realize any value of your units will be subject to our discretion.

An investment in the Series A units is unlike an equity investment in most other publicly registered companies. Our business will primarily be to manage and coordinate the relationship with General Motors, the participating GM dealers and any AEC in which we purchase an interest and to assist in the execution of a new online business model for GM consumers. As currently contemplated, the investment in the AEC or in an independent AEC would be our only significant asset. At least initially, we would not expect to hold other assets or otherwise conduct significant operations. The primary reason to invest in Series A units is to be able to participate in an online capability which we believe will result in increased sales of GM vehicles for participating GM dealers. The value of the Series A units will depend in large part on the value of the shares of stock of any AEC in which we maintain an interest. Your ability to redeem or transfer the Series A units or receive distributions on the underlying shares of any AEC in which we purchase an interest will be subject to our discretion. Therefore, the ability to appreciate any value in the Series A units is also subject to our discretion. Series A units will not be registered on any public exchange and there will not be any public market for the Series A units.

We will depend on the success of any AEC in which we maintain an interest and may be significantly harmed if that AEC is unable to implement a new online business model.

If we maintain an interest in an existing or newly created AEC, our success will be directly related to the success and profitability of that AEC. Our investment in that AEC will probably be our only significant asset. As a result, our financial condition will be subject to all of the risks inherent in operating the AEC's business. These risks are likely to include, among others:

- o inability to achieve profitability,
- o dealer turnover,
- o intense competition,
- o the need to build strong brand loyalty,
- o dependence on qualified sales, marketing, managerial and technical personnel,
- o inability to manage rapid growth,

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- o uncertainty or changes in state motor vehicle dealer licensing regulations and franchise laws,
- o inability to integrate acquisitions,
- o inability to keep pace with advances in technology, and
- o vulnerability to systems communications.

We may not have sufficient sources of capital.

We may not have the ability to cover our own operating expenses. Our primary business purpose is to manage and coordinate the relationship with General Motors, the participating GM dealers and any AEC in which we maintain an interest and to assist in the execution of a new online business model for GM consumers. We do not expect to generate cash from our operations. We cannot assure you that the proceeds from this offering or any potential future offerings will be sufficient to fund our operating expenses. Moreover, there can be no assurance that any AEC in which we maintain an interest will undertake any funding obligations relating to the operations of AutoCentric.

If we develop and launch an independent AEC we will need to sell interests to additional investors.

If we choose to develop and launch an independent AEC, we would eventually seek to only hold a minority interest. We would expect to sell the remaining interests to other entities, including possibly other original equipment manufacturers, or OEMs. We believe bringing in additional investors, including other OEMs, will be necessary to maintain the independent status of any such AEC as well as to carry out our all makes and models strategy. If we are not able to sell additional interests in the proposed AEC, we will be unable to maintain an independent site and successfully execute our online business model.

If we maintain an interest in an existing or newly created AEC, our relationship with the AEC may cause the AEC or us to be subject to federal or state franchise laws or state motor vehicle dealer licensing laws; these laws would require changes to the online business model that may make the model less attractive, or require either the AEC or us to terminate operations in certain states.

An AEC may be subject to motor vehicle dealer licensing laws in some states. Our relationship with an AEC and the proposed AEC and AutoCentric dealer agreements may cause us to become subject to federal or state franchise laws or motor vehicle dealer licensing laws in some states and may subject an

AEC to additional provisions of state motor vehicle dealer licensing laws. As a result, we and an AEC in which we maintain an interest may be required to modify the proposed new online business model in these states in a manner which undermines its attractiveness to consumers or dealers. The state motor vehicle dealer licensing laws are subject to change, and existing laws in some states may be modified in a manner which facilitates or further inhibits the implementation of the proposed online business model. If we determine that the licensing and related requirements are overly burdensome, we may elect, together with an AEC, to terminate operations in these states.

There will not be any active trading market for our units and you will be subject to significant transfer restrictions.

There will be no active trading market for the Series A units. The Series A units will not be listed on any public exchange and will be subject to significant liquidity restrictions. No Series A unit may be transferred without the prior written consent of our board of representatives, acting in its sole discretion. In addition to any other conditions that our board of representatives may impose, our board of representatives will only consent to transfers for which they receive an opinion of counsel to the effect that we will not be treated as a publicly traded partnership for federal income tax purposes as a result of such transfer. In addition, Series A units may only be transferred to a dealer who is bound by both an AEC dealer agreement and an AutoCentric dealer agreement.

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Any income we earn will be taxed to the unitholders, even if we do not make a distribution to those unitholders.

We will be classified as a partnership for federal income tax purposes. As a result, if we earn any taxable income, we will not be taxed on this income. Instead, the unitholders will be subject to tax on their distributive shares of this income, even if we do not make a distribution to that unitholder. There is no assurance that we will distribute any cash to unitholders. Thus, unitholders may have to pay with their own funds any tax on the income earned by us.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements under the captions "Prospectus Summary," "Risk Factors," "Business" and in other sections of this prospectus that are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed under the caption entitled "Risk Factors." You should specifically consider the numerous risks outlined under "Risk Factors."

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this prospectus to conform our prior statements to actual results or revised expectations.

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USE OF PROCEEDS

The net proceeds from this offering will be up to \$25 million, depending upon the number of Series A units sold pursuant to this offering. We will use the net proceeds from this offering:

- o to purchase a significant minority equity investment in an existing AEC or to develop and launch an independent AEC in which we expect to maintain a significant minority interest, and
- o for general operating expenses.

DISTRIBUTION POLICY

In general, we plan to retain any earnings for use in the operation of our business. However, to the extent of available cash after funding of operations and capital expenditures, our board of representatives may make distributions to cover a portion of the unitholders' federal income tax liability arising out of unit ownership.

SELECTED FINANCIAL DATA

The following table summarizes the financial data for our business. The selected financial data should be read in conjunction with our discussion of liquidity appearing below. The pro forma as adjusted balance sheet data gives effect to the sale of 250,000 Series A units, par value \$.01 per unit, at an assumed offering price of \$100 per unit, and the sale of 250,000 Series B units, par value \$.01 per unit, to General Motors at an assumed purchase price of \$100 per unit, as if such sales had occurred on February 1, 2001.

	February 1, 2001		
	Pro Forma		
	Actual	Adjustments	As Adjusted
	-----	-----	-----
	(dollars in thousands)		
Balance Sheet Data:			
Cash and cash equivalents.....	1	25,000 (a) 25,000 (b)	50,001
Total assets.....	1	50,000	50,001
Total liabilities.....	-	-	-
Unitholders' equity.....			
Series A units, 500,000 units authorized, par value \$.01 per unit, 250,000 units outstanding....		2.5 (a)	
Series B units, 500,000 units authorized, par value \$.01 per unit, 250,000 units outstanding....		2.5 (b)	5
Additional paid-in capital.....	1	24,997.5 (a) 24,997.5 (b)	49,996
	-----	-----	-----
Total unitholders' equity.....	1	50,000	50,001
	=====	=====	=====
Total liabilities and unitholders' equity.....	1	50,000	50,001
	=====	=====	=====

The accompanying notes are an integral part of the unaudited pro forma balance sheet data.

- (a) Represents 250,000 units sold to GM dealers.
- (b) Represents 250,000 units sold to General Motors.

We are offering up to 250,000 Series A units at a purchase price of \$100 per unit to GM dealers eligible to participate in this offering. Concurrently with this offering, we are offering 250,000 Series B units to General Motors at a purchase price of \$100 per unit.

The Series A units will initially represent up to one half of the economic interest in AutoCentric depending upon the number of Series A units sold pursuant to the offering. The remaining economic interest will be represented by the Series B units. The proceeds from this offering, together with those from the sale of Series B units to General Motors will be used to purchase a significant minority equity investment in an existing AEC or to develop and launch an independent AEC in which we expect to maintain a significant minority interest and to fund our operating expenses in the near term.

BUSINESS

Overview

We are a limited liability company that will be jointly owned by General Motors and its participating General Motors dealers, located in the U.S., including Saturn retailers and Saab dealers, as determined by General Motors in its sole discretion. We were formed to promote the interests of General Motors and its dealers in the online sale of motor vehicles. Our objective is to define a new online business model to provide an enhanced online experience for GM customers in order to increase sales of GM vehicles. After considering several alternatives, General Motors and its dealer representatives decided that this objective could best be furthered either through a significant minority equity investment in an existing automotive e-commerce company, an AEC, which operates all makes and models vehicle research, shopping and purchasing services or through the development and launch of an independent AEC in which we would seek to retain a minority interest.

We expect that each of the dealers who purchase our Series A units will concurrently be required to enter into:

- o an AEC dealer agreement with any AEC in which we maintain an interest which will set forth various fee arrangements for referrals and/or sales of GM vehicles generated through the AEC, and
- o an AutoCentric dealer agreement with us, which, among other things, will allow you to select some of your GM inventory to be available for sale by you or other participating GM dealers in your area within a geographically based market inventory system; the inventory that you make available would be listed at or below a published e-price determined by you.

We believe that the Internet will have an increased impact on our retail business in the future. According to J.D. Power and Associates, 54% of all new vehicle buyers use the Internet to help them research and/or purchase a vehicle. J.D. Power and Associates projects that this figure will grow to 73% by the beginning of 2003. Additionally, Forrester Research estimates that by the end of 2005, over 6% of total new vehicle sales will be made directly online, compared with less than 1% of new vehicle sales today. We believe that auto retailers should prepare themselves to meet the consumer needs that result from these trends in consumer buying behavior.

The new online business model that we expect to put in place differs from those employed by existing AECs in three key respects. Consumers will have the opportunity to:

- o view GM vehicle inventory across a complete market area;
- o purchase select vehicles online at a guaranteed e-price set by the GM dealer who owns the vehicle; and

- o purchase the vehicle of their choice from the GM dealer of their choice.

From a dealer perspective, the new model allows dealers to maintain control over their inventory and prices as follows:

- o dealers choose how much of their inventory to list online;
- o of the inventory listed online, dealers choose how much of their inventory they wish to assign an e-price; and
- o the e-price is always set by the dealer who owns the vehicle.

We expect the new online business model to evolve over time as we continue to refine our position on issues such as e-price and inventory visibilities. We believe the new business model will provide GM dealers with the

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opportunity to gain access to the growing online traffic in the automotive industry and take advantage of several distinct features, including:

- o the ability to compete more effectively with other online sources;
- o the ability to leverage the broad GM dealer network through access to an inventory system which provides a geographically based market area view of available inventory;
- o a valuable marketing tool;
- o the ability to develop a larger number of online customer relationships and strengthen existing customer relationships; and
- o flexibility regarding whether and how to participate in the new online business model.

The participation in an all makes and models website is key to our business strategy. According to a study conducted by Opinion Research Corporation, Americans prefer independent online buying sites to single manufacturer sites by nearly three to one. In addition, J.D. Power and Associates has found that on average, consumers visit six automotive-related websites while shopping for a vehicle. In an effort to provide services to consumers in a manner that is consistent with where they prefer to shop, General Motors wants to supplement its existing manufacturer branded websites with an independent online presence.

Our business will primarily be to manage and coordinate the relationship with General Motors, the participating GM dealers and any AEC in which we maintain an interest and to assist in the execution of its new online business model for GM consumers. The primary reason to invest in Series A units is to be able to participate in an online automotive commerce marketplace that we believe will benefit overall dealership operations for participating GM dealers. Your ability to redeem or transfer the Series A units or receive distributions on the underlying shares of any AEC in which we maintain an interest is expected to be subject to the discretion of our board of representatives. Series A units will not be registered on any public exchange and there will not be any public market for the Series A units

The Consumer Experience

Set forth below is a description of the functional elements that we would expect to be included in the enhanced online research, shopping, and buying experience under any proposed new online business model. We expect to implement proof of concept tests to determine the value associated with each element. Results of these tests may be used to influence the consumer experience design.

- o Research. We expect elements of the research feature to include the following:
 - o a capability that would allow customers to familiarize

themselves with makes and models that offer various characteristics (e.g. mid-size car, seats six, all-wheel drive, etc.);

- o generic vehicle descriptions including, but not limited to standard equipment, optional equipment, safety features, performance measurements and MSRP;
 - o tips and tools for learning about the car-buying process; and
 - o comparison tools for vehicles in like segments.
- o Shopping. Consumers will primarily investigate price and inventory availability in the shopping experience. We expect elements of the shopping feature to include the following:

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- o ability to view market area inventory matching the consumer's search criteria, including vehicles that have dealer-set e-prices;
 - o ability to view national and regional consumer incentive information;
 - o finance and insurance tools approved by us and General Motors;
 - o links to third party sites for trade-in valuation; and
 - o ability to save favorite vehicles for future reference.
- o Buying. The buying experience will be integrated into the shopping experience for GM makes and models offered online. We expect GM consumers to have the ability to place a refundable deposit online for a specific vehicle they want to buy through their preferred dealer. We expect elements of the buying feature to include the ability to:
- o request a quote from the preferred dealer for vehicles listed as online referral inventory; and
 - o place a deposit on a vehicle offered with an e-price and listed as online e-priced inventory.

Inventory Classifications

We expect each participating GM dealer to be able to determine how the GM new vehicle physical inventory at its dealership location will be allocated among three classifications of inventory. However, these inventory classifications may evolve over time as we continue to refine our business model.

- o Online e-priced inventory. The participating GM dealer lists the vehicle for sale at an e-price determined by that dealer. The dealer will also agree to transfer the vehicle to another participating GM dealer if that dealer has an online consumer who has agreed to purchase the vehicle.
- o Online referral inventory. The participating GM dealer lists the vehicle for sale online but does not publish an e-price. Vehicles in this category will generate a lead to the GM dealer chosen by the consumer. GM dealers that do not invest in Series A units can also participate in the preferred dealer referral inventory category via an AEC dealer agreement.
- o Offline inventory. The participating GM dealer may identify selected vehicles to not appear in either of above two inventory categories.

We would also expect to provide for the establishment of designated marketing networks, or DMNs, which is the unit of geography that will determine

the boundaries for both online e-priced inventory and online referral inventory. Using the three inventory classification designations, participating GM dealers would place online e-priced inventory and online referral inventory so that it is visible across a given DMN. DMNs would be determined by us and General Motors, jointly, based on consumer shopping preferences, dealer trade patterns and other competitive circumstances.

We would expect the new online business model to include functionality and supporting capabilities to show available dealer inventory listed in the two online categories including:

- o Inventory data acquisition. Data would be acquired from dealer information management systems and would be integrated with supplementary inventory data supplied by General Motors for GM vehicles. The related functionality is expected to include any translation, cleaning, matching and normalization of the data that may be required to ensure a commercially acceptable level of completeness and accuracy as required to provide the specified consumer experience.

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- o Transaction price acquisition data. Transaction data may be acquired from dealer information management systems.
- o Dealer inventory management tool. This is an internet based online inventory management tool to be used by participating GM dealers, which is expected to achieve the following:
 - o enable each participating GM dealer to specify which of the vehicles on their lot should be listed in the online e-priced inventory and online referral inventory categories;
 - o allow participating GM dealers to specify default inventory classifications for vehicles based on a limited set of dealer-definable business rules;
 - o provide a mechanism for participating GM dealers to enter an e-price for vehicles they specify in the online e-priced inventory category; and
 - o allow participating GM dealers to list dealer installed options.

Vehicle e-Pricing

Participating GM dealers will be required to sell dealer online e-priced inventory to online consumers at a price no greater than the e-price established by each GM dealer and published by the AEC, if applicable. Each participating GM dealer will establish the e-prices for its own inventory.

We will set a minimum commission that may be paid by a stocking dealer to a selling dealer in the event a consumer selects a vehicle to be delivered through their preferred dealer that is in the inventory of another dealer. This minimum commission will only come into effect when the selling and stocking dealers cannot agree upon a dealer trade for an online e-priced vehicle.

We expect that our approach to e-pricing will continue to evolve with our business model.

Additional Items

We would expect to enter into arrangements regarding technology sharing, website data and advertising and promotion as well as management, training and staffing, with any AEC in which we maintain an interest.

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Directors and Executive Officers

The following table sets forth information with respect to our board of representatives and executive officers as of January 1, 2001:

Name	Age	Position
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Ronald F. Sobrero	63	Chief Executive Officer
Cameron J. Schmidt	34	President
Michael J. Devereux	35	Chief Operating Officer
Dean P. Harlow	38	Chief Financial Officer and Secretary
Peter A. Brandow	46	Series A Representative
William E. Estes	56	Series A Representative
Charles M. Smith	55	Series A Representative
Mark T. Hogan	49	Series B Representative
William J. Lovejoy	60	Series B Representative
Ralph J. Szygenda	52	Series B Representative

Ronald F. Sobrero will serve as our Chief Executive Officer. Mr. Sobrero also serves as General Manager of Dealer Networking Planning and Investment for General Motors Corporation, a position he has held since January 1, 1999. Prior to this position, Mr. Sobrero served as General Sales Manager for Chevrolet Motor Division from February 1994 until January 1, 1999. Mr. Sobrero has also held various sales positions as Zone Manager in Iowa, Oregon and California, Marketing Manager for the East Coast, as well as Sales Manager for the Western Area of the United States for Chevrolet Motor Division. Mr. Sobrero earned a B.A. from California Coast College in California.

Cameron J. Schmidt will serve as our President. Mr. Schmidt also serves as Chief Marketing Officer and Executive Director, Global Business Development of e-GM, a business unit of General Motors, a position he has held since January 2001. Prior to this position, Mr. Schmidt has also served as Director, New Business Development of e-GM from December 1999 to January 2001, Senior Sector Marketing Leader at IBM Global Services Division from March 1998 to December 1999, Director, Marketing and Sales Operations of Samsonite Corporation from December 1997 to March 1998, Director, Americas Softside Business Unit Marketing of Samsonite Corporation from December 1996 to December 1997 and Senior Marketing Leader for the Skin Care Franchise of the Warner Lambert Company from 1993 to December 1996. Mr. Schmidt earned a B.S. in economics from the Wharton School, University of Pennsylvania.

Michael J. Devereux will serve as our Chief Operating Officer. Mr. Devereux also serves as Director, New Business Development of e-GM, a business unit of General Motors, a position he has held since July 2000. Prior to this position, Mr. Devereux served as Director of North American Sales of e-GM from November 1999 to July 2000, Marketing Launch Manager for the 2000 Cadillac DeVille from March 1999 to November 1999 and Assistant Brand Manager-Product during the engineering and development of the Cadillac DeVille from June 1997 to March 1999. Mr. Devereux earned a B.S. in industrial engineering from GMI Engineering and Management Institute (now Kettering University) and an M.B.A. from Harvard University.

Dean P. Harlow will serve as our Chief Financial Officer and Secretary. Mr. Harlow also serves as Director, New Business Development for e-GM, a business unit of General Motors, a position he has held since June 2000. Prior to this position, Mr. Harlow has also served as Director, e-GM Alliances from January 2000 to June 2000, Director, New Business Development for GM China from April 1998 to January 2000, Chief Technology Officer and Director of Planning for GM China from April 1997 to April 1998 and Director, Corporate and International Government Relations for GM China from March 1996 to April 1997. Mr. Harlow earned a B.S. in electrical engineering from GMI Engineering and Management Institute (now Kettering University) and an M.B.A. from the University of Michigan.

Peter A. Brandow was appointed to serve on our board of representatives as one of the Series A representatives in January 2001. Mr. Brandow also serves as

the Chief Operating Officer of Brandow Oldsmobile (Warminster, PA), a position he has held since 1983, Brandow Chevrolet (Florence, NJ), a position he has held since 1999, Brandow Chrysler Jeep (Warminster, PA), a position he has held since 1984, Brandow's Fairway Chrysler Jeep (Jenkintown, PA), a position he has held since 1992, and Brandow Kia (Warminster, PA) a position he has held since 1997. In addition to these positions, Mr. Brandow serves as President of AutoStar Collision Center, a position he has held since 1990, President of Express Car and Truck Rental, a position he has held since 1990, and President of C.A.R.S. (Cyber Auto Retailer Success), a position he has held since 1998. Mr. Brandow currently serves on the advisory council of e-GM, the National Information Technology Council for NADA and the Advisory Board of Insinger Machine Company. Mr. Brandow earned his B.A. in language and literature from Muhlenberg College and his Juris Doctor from the Dickinson School of Law.

William E. Estes was appointed to the board of representatives as one of the Series A representatives in January 2001. Mr. Estes also serves as the President of Bill Estes Chevrolet, Inc. (Indianapolis, IN), a position he has held since 1975. Mr. Estes also served as the General Manager of Estes Cadillac-Rolls Royce (New Orleans, LA) from 1983 to 1986 and the General Manager of Tutwiler Cadillac (Indianapolis, IN) from 1973 to 1975. Mr. Estes earned a B.A. from the University of North Carolina.

Charles M. Smith was appointed to our board of representatives as one of the Series A representatives in January 2001. Mr. Smith also serves as the Senior Vice President of Industry Relations for Group 1 Automotive, Inc. (Houston, TX), a position he has held since 1999, and as President and CEO of Streater-Smith Honda/Nissan/Mitsubishi (Conroe, TX), a position he has held since 1982. Mr. Smith also served as the President of Smith Automotive Group (Houston, TX), a division of Group 1 Automotive from 1986 to 1998 and the President of Charles Smith Pontiac/AMC-Jeep, Inc. (Houston, TX), from 1980 to 1995. Mr. Smith earned a B.A. from the University of Texas at Austin.

Mark T. Hogan was appointed to our board of representatives as one of the Series B representatives in January 2001. Mr. Hogan also serves as a Group Vice President of General Motors and President of e-GM, a business unit of General Motors. Mr. Hogan has held both positions since August 1999. Prior to these positions, Mr. Hogan has also served as a general manager for the GM North America Car Group, Small Car Operations from May 1997 to August 1999 and as President and Managing Director of GM do Brasil from December 1992 to May 1997. Mr. Hogan received a B.S. in business administration and finance from the University of Illinois and received an M.B.A. from Harvard University.

William J. Lovejoy was appointed to our board of representatives as one of the Series B representatives in January 2001. Mr. Lovejoy also serves as Group Vice President, North America Vehicle Sales, Service and Marketing of General Motors, a position he has held since January 2000. Prior to this position, Mr. Lovejoy had been a vice president and general manager of General Motors Service Parts Operation from July 1994 to January 2000. Mr. Lovejoy earned a B.S. in business management at St. Francis College and an M.B.A. from Farleigh Dickinson University.

Ralph J. Szygenda was appointed to our board of representatives as one of the Series B representatives in January 2001. Mr. Szygenda also serves as Group Vice President and Chief Information Officer of General Motors, a position he has held since December 1999. Prior to this position, he was Vice President and Chief Information Officer of General Motors from June 1996 to December 1999 and Vice President and Chief Information Officer at Bell Atlantic Corp. from June 1993 to June 1996, where he also served on the board of directors of Sodalia Corporation. Mr. Szygenda received a B.S. in computer science from the University of Missouri-Rolla. He also earned a master's degree in electrical engineering from the University of Texas and completed all course work for a Ph.D. in electrical engineering.

Board Composition

We will be managed by a board of representatives consisting of three Series A representatives appointed by the Series A unitholders and three Series B representatives appointed by General Motors. Actions by the board of

representatives will be taken by majority vote.

Representative Compensation

Our representatives are not paid fees for serving on our board. Representatives are reimbursed for their out-of-pocket expenses incurred in connection with their attendance at our representative meetings.

Compensation of Executive Officers

Each of our executive officers are employees of General Motors. It is expected that these General Motor employees will work for us on loan pursuant to a management services agreement. The management services agreement will set forth the terms of the compensation for each of our executive officers. These terms are still under discussion. However, we expect that we will be required to make timely payment of the full cost incurred by General Motors with respect to these employees, including salary, bonuses, taxes, processing costs and related items. All of our executive officers will continue to receive benefits under General Motors stock option plans and long-term incentive plans.

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RELATIONSHIPS WITH CERTAIN PARTIES

We expect to enter into an agreement with General Motors and any AEC in which we maintain an interest that will define the online consumer experience for the new online business model. We expect the agreement will provide the basis for the management and coordination of our relationship with General Motors and with an AEC in which we purchase an interest and will define the consumer experience for the AEC's new online business model. For a more complete description of the consumer experience proposed by the new online business model, please see "Business - The Consumer Experience." If we maintain an interest in an AEC, we would expect there to be limitations on our ability to enter into a similar arrangement with any other AEC.

Any GM dealer who purchases Series A Units will be required to concurrently enter into a dealer agreement with any AEC in which we purchase an interest and an AutoCentric dealer agreement. We and any applicable AEC will also agree to jointly establish, monitor and enforce GM Dealer operating standards for the new online business model.

We would expect to enter into a shareholder agreement with any AEC in which we purchase an interest that defines our rights and obligations as a significant minority shareholder. We would expect any such agreement to deal with various issues including board representations, shareholder approval for certain transactions, limitations on transfer of our underlying interest and preemptive and registration rights.

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PRINCIPAL UNITHOLDERS OF AUTOCENTRIC

Prior to the offering, we had no Series A units outstanding. After the closing of the offering of Series A units, the Series A units will represent up to 50% of the economic interest in AutoCentric, depending upon the number of Series A units sold in the offering. The Series B units will represent the remaining economic interest which will comprise at least 50% of the outstanding economic interest in AutoCentric.

None of our executive officers or members of the board of representatives, individually, or as a group, own any units.

Series A units will be held by dealer entities, not by the individual dealer owners.

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DESCRIPTION OF UNITS

The following statements summarize several provisions of our limited liability company agreement and Delaware law. These summaries do not purport to be complete and are qualified in their entirety by reference to our limited liability company agreement, which has been filed as an exhibit to this registration statement, of which this prospectus forms a part, and to the provisions of applicable law.

General

We are authorized to issue:

- o 500,000 Series A units; and
- o 500,000 Series B units.

We are offering up to 25,000,000 Series A units pursuant to this offering. Concurrently with the offering, we expect to sell 25,000,000 Series B units to General Motors. The Series A units will represent up to 50% of the economic interest in AutoCentric depending upon the number of Series A units sold hereunder. The Series B units will represent the remaining economic interest in AutoCentric.

We will pay distributions to holders of our Series A units on a pro rata basis when declared by our board of representatives out of funds legally available therefor. Distributions to the holders of units may be subject to preferences on distribution on securities which we may issue in the future. In general, we plan to retain any earnings for use in the operation of our business. However, to the extent of available cash after funding of operations and capital expenditures, our board of representatives may make distributions to cover a portion of the unitholders' federal income tax liability arising out of unit ownership. Holders of our units have no preemptive, conversion rights, sinking fund or cumulative voting rights.

Upon the dissolution of AutoCentric, the holders of units will be entitled to share ratably in any assets remaining after satisfaction of obligations to creditors, and any liquidation preferences on any units that may be outstanding. Therefore, holders of units will be entitled to a distribution based proportionately on their ownership of units.

Our limited liability company agreement sets forth the relationship of our members to one another and the manner in which we will conduct our operations, much like the articles and by-laws of a Delaware corporation or the partnership agreement of a Delaware general or limited partnership. While, as a limited liability company, we are generally not subject to the Delaware General Corporation Law, the Delaware Limited Liability Company Act permits a limited liability company agreement to provide, and our limited liability company agreement does provide, that the management of a limited liability company will be conducted by a board of representatives and officers designated by the board.

Voting Rights

The Series A units will be reserved for and may only be voted by participating GM dealers in the United States that are parties to an AEC dealer agreement, if applicable, and an AutoCentric dealer agreement.

We will be managed by a board of representatives consisting of six representatives made up of three Series A representatives and three Series B representatives. Each Series A unit will have one vote in the election of the Series A representatives. However, no holder will be entitled to vote its Series A units after that unitholder:

- o ceases to be a dealer or is in material breach of its GM dealer sales and service agreement, or

- o is no longer bound by or is in material breach of its AEC dealer agreement or its AutoCentric dealer agreement.

Each Series B unit will have one vote in the election of the Series B representatives. Actions by the board of representatives will be taken by majority vote.

Restrictions on Transfer

Series A Units

The Series A units will not be listed on any exchange and will be subject to significant restrictions on transfers. Series A units may only be transferred to a GM dealer who is bound by an AEC dealer agreement, if applicable, and an AutoCentric dealer agreement.

No Series A unit may be transferred without the prior written consent of our board of representatives, acting in its sole discretion. In addition, any transfer will be subject to the discretion of, and any conditions imposed by, our board of representatives including an opinion of counsel to the effect that such transfer will not result in our being treated as a publicly traded partnership, which would be taxable as a corporation for federal income tax purposes. Based on current treasury regulations on this subject, we will not consent to transfers of more than 2% of the Series A units in any year, with only limited exceptions. See "Redemption of Series A Units," below.

Series B Units

The Series B units will be subject to the same transfer restrictions as the Series A units. However, General Motors may transfer Series B units to certain General Motors affiliates.

Redemption of Series A Units

Any redemption will be at the sole discretion of our board of representatives and will be subject to any conditions imposed by our board of representatives, including conditions imposed in an opinion of counsel to the effect that such redemption will not result in our being treated as a publicly traded partnership for federal income tax purposes. If our board of representatives consents to such request, we shall redeem all, but not part, of the Series A units held by that unitholder in exchange for the redemption consideration described below. We may not have sufficient funds to be able to redeem any units. Furthermore, any redemption will require, except in limited circumstances, a 60 day waiting period.

The Series A units will be subject to mandatory redemption at our election, in exchange for the redemption consideration, at any time after:

- o that unitholder ceases to be a dealer or is in material breach of its GM dealer sales and service agreement,
- o that unitholder is no longer bound by or is in material breach of its AEC dealer agreement or AutoCentric dealer agreement, or
- o a decision by our board of representatives to dissolve AutoCentric.

Redemption consideration means, at our option and in our sole discretion, and all as determined by us, either:

- o the fair market value in cash, on the date of redemption or the date that the right of redemption arose, of the Series A units being redeemed,
- o if we maintain an interest in an AEC, a number of shares of the AEC's common stock, rounded down to the nearest whole number, representing the same percentage of all shares of the common stock of the AEC

held by us, on the date of redemption or the date that the right of redemption arose, as the percentage interest in us represented by those Series A units being redeemed, or

- o if we maintain an interest in an AEC, a combination of cash and the AEC's common stock representing the fair market value, on the date of redemption or the date that the right of redemption arose, of the Series A units being redeemed.

The redemption price will be determined in a manner consistent with current treasury regulations such that we will not be treated as a publicly traded partnership. Accordingly, the redemption price will generally be determined either (i) sixty (60) days after the unitholder's notice of its intention to redeem or (ii) not more than four times during the our taxable year.

Our board of representatives intends to consent to redemptions of Series A units only to the extent consistent with an opinion of counsel to the effect that such redemption will not result in our being treated as a publicly traded partnership, taxable as a corporation for federal income tax purposes. Based on current treasury regulations on this subject, we will not consent to transfers of more than 10% of the Series A units in any year, less the number of Series A units transferred during that year. See "Restrictions on Transfer -- Series A Units," above.

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MATERIAL TAX CONSEQUENCES FOR UNITHOLDERS

The following summary of the material federal income tax aspects of participation by unitholders in AutoCentric is based on the opinion of Ivins, Phillips & Barker Chartered, special tax counsel to us. It is included herein for general information only and does not address every aspect of the income or other tax laws which may be relevant to prospective unitholders in light of their personal investment circumstances or to certain types of prospective unitholders subject to special treatment under the U.S. tax laws. This summary is not intended as a substitute for careful tax planning or for an individual analysis of the tax consequences of participation in AutoCentric.

This discussion is based upon the provisions of the United States Internal Revenue Code of 1986, as amended, existing Treasury regulations promulgated thereunder and judicial decisions, and on current administrative rules, practices and interpretations of the law of the Internal Revenue Service. It is possible that changes in the law may be effected by future legislation and that interpretations of the law may be changed or modified by judicial decisions and by the IRS in its treasury regulations, rules and practices. Any such change may or may not be retroactively applied.

No ruling will be requested from the IRS on any issue in connection with AutoCentric or the offering or holding of interests in AutoCentric. There can be no assurance that the IRS will agree with the conclusions stated herein.

This discussion relates only to federal income tax and not to any state or local tax or any other matters. In addition to the federal income tax consequences described below, prospective unitholders should consider potential state and local tax consequences of an investment in AutoCentric. State and local laws often differ from federal income tax laws with respect to the treatment of specific items of income, gain, loss or deduction, and the state and local tax implications of an investment in AutoCentric are beyond the scope of this prospectus.

PROSPECTIVE UNITHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR FURTHER INFORMATION ABOUT THE FEDERAL, STATE AND LOCAL TAX CONSEQUENCES OF PURCHASING AN INTEREST IN AUTOCENTRIC.

Classification of AutoCentric

Under the treasury regulations an unincorporated domestic entity that is

not classified as a trust or otherwise subject to special treatment under the code with more than one equity owner is classified as a partnership for federal income tax purposes unless it elects to be classified as a corporation. The unitholders will agree by their investment, to treat us as a partnership for purposes of federal, state and local income and franchise tax purposes.

Risk of Alternative Characterization

Under the code and treasury regulations, a partnership may be classified as a publicly traded partnership, or PTP, if equity interests therein are traded on an "established securities market" or are "readily tradable" on a "secondary market" or its "substantial equivalent." For federal income tax purposes, a PTP is taxable as a corporation. If we were taxable as a corporation for federal income tax purposes, our taxable income would be subject to tax at regular corporate rates and would not flow through to the unitholders for reporting on their own returns and distributions to our unitholders would be taxable to them as dividends to the extent of our earnings and profits, and would not be deductible by us.

Units will not be readily tradable on any securities market. By agreement, the unitholders and AutoCentric will adopt certain restrictions on transfers and redemptions of units, and our board of representatives will adopt additional restrictions. These restrictions will be intended to prevent us from being classified as a PTP. See "Restrictions on Transfers - Series A Units" and "Redemptions of Series A Units," above.

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Tax Treatment of Partnerships

Entities qualifying under the code as partnerships are not subject to federal income tax, but are required to submit annual federal information returns identifying all the partners and stating the amount of each partner's distributive share of the partnership's income, gain, loss, deduction or credit for the tax year. Our tax year will end on December 31.

Tax Treatment of Unitholders

Because we will be treated as a partnership for federal income tax purposes, each of our unitholders must take into account its distributive share of our items of income, gain, loss, deduction or credit in its taxable year in which or with which our taxable year ends, whether or not cash distributions with respect to such items are made to unitholders. These items will have the same character (ordinary or capital) and source in the hands of each unitholder as they have in the hands of AutoCentric. These AutoCentric items will be reported on the annual federal information return required of AutoCentric. Any adjustments to our information return would require corresponding adjustments in the separate federal income tax returns of the unitholders. We will furnish each unitholder with the information concerning AutoCentric necessary for the preparation of their federal income tax returns. This information will be distributed to each unitholder as soon as possible, but no later than 90 days after the end of our tax year.

Partnership Allocations

Items of income, gain, loss and deduction will be allocated among the unitholders in accordance with our limited liability company agreement. Under Section 704(b) of the code, a partner's distributive share of an item of partnership income, gain, loss or deduction is determined in accordance with the partner's "interest in the partnership" if the allocations of income, gain, loss or deduction under the partnership agreement lack "substantial economic effect." Treasury regulations promulgated under Section 704(b) of the code contain intricate and detailed tests for determining whether allocations have "substantial economic effect." The allocations of income, gain, loss and deduction under the limited liability company agreement are intended to meet these tests. Other special allocations of partnership items may be made to take into account the issuance of new Series A units and other events.

Limitation on Deductibility of Our Losses

A unitholder is restricted from taking into account for U.S. federal income tax purposes any of our loss in excess of that unitholder's adjusted tax basis in its units. A unitholder's adjusted tax basis in its units generally will be equal to the amount of its initial capital contribution and will be increased by (a) any additional capital contributions made by that unitholder and (b) that unitholder's allocable share of (i) items of our income and gain and (ii) indebtedness of ours, if any. A unitholder's adjusted tax basis in its units generally will be decreased, but not below zero, by that unitholder's (a) allocable share of items of deduction and loss, (b) distributions by us to the unitholder, and (c) any reduction in such unitholder's share of our indebtedness, if any. If and to the extent that the recognition of a unitholder's distributive share of losses reduces the unitholder's adjusted tax basis in its units to zero or below zero, the recognition of such losses by the unitholder will be deferred until such time as the recognition of such losses will not reduce the unitholder's basis below zero.

Current Distributions by AutoCentric

A current distribution is a distribution made to a unitholder whose interest in AutoCentric continues after the distribution. A current distribution to a unitholder will not result in taxable income or gain to the extent the distribution does not exceed the unitholder's adjusted tax basis in its units. Upon the distribution, a unitholder must reduce its adjusted tax basis in its units by the amount of cash or the tax basis of the property received in the distribution. Marketable securities are treated as cash for this purpose. Cash distributions in excess of the unitholder's adjusted tax basis generally will be taxed as gain from the sale or exchange of the units. See "Sales and

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Redemptions of Units," below. Generally, any reduction in a unitholder's share of our liabilities will be treated as a distribution of cash to that unitholder.

If a unitholder receives a distribution of property other than cash or marketable securities, the unitholder will take a tax basis in such property equal to our tax basis. However, the tax basis in the distributed property cannot exceed the unitholder's tax basis in its units, less any cash received in the distribution.

A unitholder's tax basis in its units is not adjusted to take into account the unitholder's allocable share of our items of income or loss until the end of our taxable year. Thus, a current distribution during the taxable year could result in taxable gain or loss to a unitholder even though no such gain or loss would result if the same distribution were made at the end of the taxable year.

Sales and Redemptions

A sale or redemption of all of a unitholder's units will result in the recognition of gain or loss in an amount equal to the difference between cash sales proceeds and the unitholder's adjusted tax basis in its units (both as adjusted to take into account the unitholder's allocable share of our indebtedness). Marketable securities are treated as cash for this purpose. Any gain or loss recognized with respect to such a sale or redemption generally will be treated as capital gain or loss.

To the extent a unitholder receives property other than cash or marketable securities, it will not realize taxable gain. The unitholder's basis in the distributed property will be equal to its adjusted tax basis in its units immediately before the distribution, less any cash received.

Election of Basis Adjustments

Under Section 754 of the code, partnerships may elect to adjust the basis of partnership property upon the transfer or a redemption of an interest in the partnership. We intend to make this election. In connection with a transfer of our units, the election generally permits a purchaser to adjust its share of the basis in our assets to fair market value. In connection with a redemption of our units, the election permits us to adjust our basis in our remaining

assets if the redeemed unitholder either recognizes gain or loss or takes an adjusted basis in the distributed property that is different from our basis in the property. See "Current Distributions" and "Sales and Redemptions of Units," above.

Subsequent Issuances of New Units

In the event of later issuances of Series A units, we will elect to revalue our assets to the extent permitted under Section 704(b) of the code and the treasury regulations thereunder. This revaluation is intended to ensure that any untaxed gain or loss in our property at the time of issuance will be allocated to the existing unitholders. An existing unitholder will not realize taxable gain or loss as a result of the revaluation. If the revaluation is not permitted by the IRS, we will make special allocations of any gain or loss attributable to appreciation of our assets prior to the admittance of new unitholders.

Partnership Level Audits

Unitholders are required to treat partnership items on their tax return consistent with the treatment of the items on our information return or notify the IRS of any inconsistent position. It is possible that the federal information returns we are required to file with the IRS will be audited. Such an audit would generally be conducted at the AutoCentric level in a single proceeding rather than in separate proceedings with each unitholder. In any AutoCentric level audit, we will be represented by General Motors as the "tax matters partner" who would have the authority, among other things, to extend the applicable statute of limitations and enter into an administrative settlement with the IRS with regard to all AutoCentric items. We would bear the costs of any such audit. Any such settlement would not be binding upon any unitholder who timely objects thereto.

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PLAN OF DISTRIBUTION

The Series A units are being offered and sold by General Motors only to persons who are parties to a dealer agreement with General Motors, which agreement authorizes them to sell and service GM branded products in the United States. No underwriter is involved in the distribution. Georgeson Shareholder Securities Corp. is acting as broker-dealer for the offering.

LEGAL MATTERS

Certain legal matters relating to the offering and the validity of the issuance of the Series A units offered hereby will be passed upon for AutoCentric by Davis Polk & Wardwell, New York, New York and Richards, Layton & Finger, P.A., Wilmington, Delaware, respectively. Certain legal matters relating to the tax consequences of the offering will be passed upon by Ivins, Phillips & Barker Chartered, Washington, DC.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC, Washington, D.C. 20549, a registration statement on Form S-1 under the Securities Act with respect to the Series A units offered hereby. This prospectus does not contain all of the information set forth in the registration statement and the exhibits and schedules thereto. For further information with respect to us and our Series A units, reference is made to the registration statement and the exhibits and any schedules filed therewith. Statements contained in this prospectus as to the contents of any contract or other document referred to are not necessarily complete and in each instance, if such contract or document is filed as an exhibit, reference is made to the copy of such contract or other document filed as an exhibit to the registration statement, each statement being qualified in all respects by such reference.

Our registration statement, including the exhibits and schedules thereto, may be read and copied at the SEC's Public Reference Room at 450 Fifth Street,

N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at <http://www.sec.gov>, from which interested persons can electronically access the registration statement, including the exhibits and any schedules thereto.

As a result of the offering, we will become subject to the full informational requirements of the Securities Exchange Act of 1934, as amended. We will fulfill our obligations with respect to such requirements by filing periodic reports and other information with the SEC. We intend to furnish our unitholders with annual reports containing financial statements certified by an independent public accounting firm.

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Appendix A

Internet Joint Venture Concept

Presentation Video

For

General Motors Dealers

NADA Convention, Feb. 3 - 6, 2001

Final Draft

(As-Shot Script)

January 29, 2001

Full screen disclaimer opens video...

An offering of the securities of AutoCentric JV LLC is in process, but may be made only by the prospectus. That prospectus is included in a registration statement that has been filed with the Securities and Exchange Commission but has not yet become effective. We urge you to review carefully the copy of the prospectus which has been made available to you.

Participating in AutoCentric JV LLC requires an investment in securities. Investing in these securities involves risks that you should be aware of which are described under the heading "Risk Factors" in the accompanying prospectus. You could lose some or all of your money that you invest in these securities. You should carefully review the risk factors and all of the other information set forth in the accompanying prospectus before deciding to invest in these securities.

The securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This video transmission

shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State. The Securities and Exchange Commission does not endorse this offering, nor does any state regulatory authority.

The viewing of this videotape is intended only for GM dealers who are eligible to participate in the offering of securities of AutoCentric JV LLC. The copying, retransmission or further distribution of this videotape to any other person is strictly prohibited.

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1. Open with Michael Grimaldi on camera.

Super Title:

Michael A. Grimaldi

GM Vice President

General Manager

Field Sales, Service & Parts

MICHAEL GRIMALDI (sync)

Hello everyone, and thank you for taking the time to view this very important message.

I'm here to speak with you about a concept that was brought to us by the e-Dealer Advisory Board early last year.

The concept is an Internet Joint Venture between GM and its dealers to partner together in the e-Commerce world... and bring the best car and truck online buying experience possible to our mutual customers.

While we talked briefly about joint efforts on the Internet during the Regional Dealer Business conferences last Fall, this video is really the first major step in the information exchange between us.

Today, we'd like to introduce the concept to you and begin to get your feedback, which will determine whether we further pursue this business opportunity.

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So, after you have reviewed this information, let us know your thoughts and reactions to the Joint Venture concept and this business model.

(Pause)

So... what exactly is this Joint

Venture all about?

2. Build full screen graphic detailing Joint Venture:

GM/Dealer Joint Venture

- o New company
- o 50/50 Equity Joint Venture
- o Independently branded website
- o All Makes, All Models

Michael Grimaldi (V.O.)

It's about forming a new company together, which would be a 50/50 equity joint venture, with GM and our dealers each holding equal voting rights.

The Joint Venture would uniquely position us in an independently branded, all-makes and models website.

3. Show customer surfing on web.

This site would allow customers to research and shop for any brand of vehicle, GM or non-GM. If customers ultimately choose a GM vehicle, they would enter a unique GM shopping and buying experience within the site.

4. Build Graphic

Goal:

A-4

Show customers how to buy GM model of their choice through GM dealer of their choice!

(add on cue)

Customers select specific vehicle and dealer!

The goal is to show consumers their options... and how to buy the GM vehicle of their choice from the GM dealer of their choice.

And that's a major benefit of our Internet business model- customers select their specific vehicle and their preferred dealer.

We think this is the ultimate in convenience for buying a new vehicle.

(Pause)

5. Back to Michael Grimaldi on camera.

Michael Grimaldi (sync)

Now, many of you may be asking - why do we need to create a Joint Venture at this time?

5a. Super on cue:

Internet Facts:

More than half all new vehicle buyers use for research

Source: J.D. Power and Associates, September, 2000

Let's face it, while the Internet may or may not be a large percentage of your business today, it holds great promise for our mutual success.

Currently, more than half of all new vehicle buyers use the Internet to help them research their vehicle purchases.

5b. Super on cue:
Internet Facts:
By 2003 - 3/4 of all buyers will use web during purchase process
Source: J.D. Power and Associates, 2000

JD Power and Associates estimates that by 2003, about three-quarters of all new vehicle buyers in the U.S. will use the internet in some way during the vehicle purchase process.

5c. Super on cue:
Internet Facts:
By 2005 - 6% of total new vehicle sales over Internet
Source: Forrester Research, October, 2000

In terms of actual transactions - where a customer is committed to a specific car, at a specific price, locked in with a deposit -- Forrester Research projects that by 2005 over 6% of total new vehicle sales in the U.S. will be sold on the internet. That's a significant increase over today's figure which is less than 1%.

It's our belief that we need to move now to ensure we are well positioned together, to take advantage of whatever promise the Internet holds.

6. Cut to full screen graphic
Future: Customers will "click" to get...:
o The vehicle they want

o The dealer they want

Michael Grimaldi (V.O.)
Internet customers want to get online with a few simple "clicks" to determine the vehicle they want and the dealer they want.

7. Cut to full screen graphic "Clicks & Bricks".

We want to merge those "clicks" with our superior "bricks" - the dealer body - and make the online experience the best in the business... hands down!

8. Back to Michael Grimaldi on camera

Michael Grimaldi (Sync)
Now, even though many of the aspects of this Joint Venture have been considered, you need to know something

very important.

This Venture is not a "done deal". It's an initiative we're considering, based on our analysis of where the automotive buying experience and the Internet are both headed.

Dealer representatives from the National Dealer Council and e-Dealer Advisory Board have been involved in this entire process.

These dealer representatives have been a tremendous resource in developing the joint venture concept.

A-7

In fact, you will hear from three of these dealers during this presentation.

9. Cut to scenes of dealers on camera as named.

Michael Grimaldi (V.O.)
Bill Estes, of Estes Chevrolet in Indianapolis...

Howard Drake of Casa De Cadillac in Los Angeles...

And Steve Howard of Dale Howard, Inc., in Iowa Falls.

(Pause)

10. Back to Michael on camera.

Michael Grimaldi (Sync)
Ultimately, we believe this proposed Joint Venture is an important step in our partnership as manufacturer and retailer.

It's an excellent way for you to strengthen relationships with your customers and build a strong base of new customers... those who have a desire to shop and buy on the Internet.

In that regard, the Joint Venture is not a program, it's an investment that we can make in our future... together.

A-8

Please take the next several minutes to listen to the basic outline of this new opportunity. Then, I'll be back at the end of the program with some closing thoughts.

11. Cut to dual hosts (male and female) who will review the JV concept with dealers

Male Host (sync)
In order to evaluate the Joint Venture

concept, it's important to look back briefly.

The date was March 3rd, 2000. The dealers on the e-Dealer Advisory Board raised with Jack Smith an interesting prospect of forming a Joint Venture to work together and build a stronger base of e-Commerce customers.

Female Host (sync/v.o.)

A task force of dealers and GM representatives set about exploring the opportunity with the following objectives:

12. full screen graphic build:
Joint Venture Objectives:

- o Start with Customer in Mind
- o Deliver superior "bricks and clicks" customer experience
- o Create added value for dealers/GM
- o Align dealer and GM goals
- o Go Fast
- o Enhance dealers' ability to build customer relationships

- o Start with the Customer in mind

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- o Deliver a superior "bricks and clicks" customer experience
- o Create added value for dealers and GM
- o Align dealer and GM goals
- o Go fast
- o And enhance GM dealers' ability to build relationships with the customer... both current GM and non-GM owners.

13. Back to Hosts on camera, then to two-pronged strategy graphic.

Male Host

How will the Joint Venture accomplish this? Well, to address the needs of all consumers, GM has a two-pronged Internet strategy.

As you know, we already have GM BuyPower for consumers who prefer a manufacturer-branded shopping experience. We also have the GM Brand sites and individual dealer websites around the country... and all this won't change.

However, for consumers who prefer an independently branded shopping and buying experience, we need an independent online presence - this is

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an important goal of the new business model.

14. Cut back to host on camera.

Female Host (Sync/V.O.)

You may ask why we need a presence on an all makes and all models website.

Well, we know that some customers prefer GM brand sites, or individual dealer websites.

15. Cut to graphic build:

Research shows:

- o Americans prefer independent buying sites 3 to 1

Source: Opinion Research Corp, Sept., 2000

- o Today's Internet Consumer visits average of 6 automotive websites

Source: J.D. Power and Associates, 2000

But according to Opinion Research Corporation, a leading research firm -- Americans prefer independent online buying sites to single manufacturer sites by nearly three to one.

Also, J.D. Power and Associates have found that today's Internet consumer visits an average of six automotive-related websites while shopping.

16. Back to female host on camera.

Female Host (sync)

This is why we need a presence beyond BuyPower, beyond Brand sites...and beyond dealer sites...

A-11

We need to be everywhere the customers are!

(Pause)

17. Graphic:

Fastest Way to Market:

- o Leverage existing Player's:
- o Brand,
- o People,
- o Processes,
- o Technology

Now, in order to execute an all-makes and models strategy quickly, it is likely that we will need to have an interest in an independent website. There are two paths we can take ... we can build it ourselves or we can buy an interest in an existing site. It's really a "make or buy" decision.

The fastest path to market is to leverage an existing player's brand and their people, processes and technology.

18. Back to hosts on camera

Male Host (Sync/V.O.)

Of course, there's been quite a bit of analysis about the future of Internet companies... and people have questioned if the Internet is really here to stay.

18a. Cut to Steve Howard on camera "Future of Internet" (02:27:48 - 02:28:28)

Steve Howard (Sync)

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I think the last thing we can do is get complacent about the future of the Internet and dot.coms because of the "crash and burn" that's happened over the last six to eight months.

You know, the Internet is in its infancy. It started in the early 90's and if you take a look at the automobile business - what happened where it started off in 1905, 1908, and how many manufacturers have come and gone in those times. Those are no different than some of the dot.coms that are crashed and burned today, they didn't have good business models, and we do.

And that is why I think it is very important to take advantage of this situation right now so that we can get the jump start and take the lead on this.

18b. Back to Male Host on camera.

Male Host (Sync/V.O.)

The Internet can be a powerful tool, and research proves the point.

19. Build graphic:

Automotive consumers and the Net

- o 54%-- Research purchase
- o Less than 1% buy online
- o By 2005 - 6%

Source: J.D. Power and Associates, 2000
Forrester Research, October 2000

As you heard, J.D. Power and Associates has found that more than

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half of all new vehicle buyers -- 54% --use the Internet to help them research and/or purchase their vehicle. And while research conducted by Forrester shows that less than one percent of total vehicles are sold online right now, this figure is expected to grow to over 6% by 2005.

19a. Cut to Bill Estes on camera (Customer brought the idea) 02:04:55 - 02:05:33

Bill Estes (sync)

Well, I think the idea of the joint venture interestingly has been brought to General Motors and the dealers by the customer.

The activity on the Internet is just unbelievable. The information gathering and the cost information, and the value of the trade is all available to the customer now, unlike any time in our past.

And so I think the customer's driving the process and I think the leadership in General Motors and those dealers that have been involved understand that we need to get in the game and we need to lead this situation. Get to the marketplace with a better product that lets us control those leads.

20. Back to host on camera.

Male Host (Sync)

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As you see, consumers are turning to the Internet to assist them in the vehicle purchase process. This growing consumer need must be met. The question isn't simply who can get out there the quickest to meet consumer needs, it is, who will "get it right"!

Female Host (Sync)

It has to be GM and its dealers.

21. Cut to Howard Drake (Working Together for Solution) 01:18:12 - 36

Howard Drake (Sync)

I think all dealers think the Internet's going to have a much bigger effect than it does today and some of us recognize the effect to a greater extent than others.

I think the bigger question is what dealers are going to do about it and that's something that the JV presents -- a solution -- a partnership, if nothing else in spirit -- with General Motors that lets us both solve where we're going to go and how we're going to get there as a team.

22. Back to Hosts on camera.

Female Host

There's another big reason for moving quickly - the automotive e-Commerce space is rapidly consolidating. Many

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companies are beginning to see the opportunity in this space and are working together.

22a. Graphic - Alliance Logos

Recent alliances include Auto Nation teaming with AOL... Cars Direct has joined with United Auto/Penske Automotive... and Amazon.com has formed a relationship with Greenlight.com.

The "land-grab" is happening in cyberspace... and GM and its dealer body must stake its claim now.

22b. Cut to Bill Estes on camera ("Dot.Coms")
02:11:49 - 02:12:48

Bill Estes (Sync)

A lot of these dot.com companies are today going away and a lot of them are not funded enough to continue their operation. But I can tell you that there is going to be a few standing at the end of the war and those guys are going to be very powerful, they're going to have a lot of critical mass.

And it seems to me that we ought to be partnering with one of those fellows, so we are in the game at that time.

This is not going away completely, and in whatever form it is, at the end of the day General Motors needs to be with that group of standing soldiers that

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we're qualified to talk to the customer over that medium.

22c. Back to Female Host on camera.

Now, with all this in mind, let's look at the key elements behind the Joint Venture concept...

23. Cut to full screen graphic
JV -- Key Elements

- o Form JV Company - GM and Dealers
- o Determine "make or buy" decision
- o Provide dealers a choice to participate
- o Large selection of GM inventory, guaranteed e-Price and choice of dealer

First, to form a strategic Joint Venture company with GM and its dealers working together.

Second, the make or buy decision. Do we make it ourselves or buy an interest in an existing site?

Third, to provide dealers a CHOICE on whether or not they wish to participate in the Joint Venture, and at what level within the operating model, in terms of

pricing vehicles and listing them online. More on this later.

And fourth, to provide a large selection of GM vehicles in a market area, available to consumers at a guaranteed e-Price and delivered by the consumer's preferred dealer.

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Ultimately, we hope these measures will lead to increased sales of GM vehicles.

24. Back to male host on camera.

Male Host

But here's the key - dealers are in control.

You control which inventory is posted on-line and the price at which it is listed.

Above all, you control and maintain a relationship with the customer.

25. Back to Hosts on camera.

Female Host (Sync)

Let's look at how the Joint Venture business model works.

The principle behind the business model is called "Locate to Order".

Baba Shetty of Forrester Research in Cambridge, Massachusetts is the leading authority on Locate to Order ... and he joins us with his thoughts about this emerging concept.

26. Cut to Baba Shetty, Forester, for an explanation of what Locate to Order means, then return to Hosts on camera.

Baba Shetty (Sync)

Last year, Forrester conducted a major in-depth study of automotive

A-18

consumers on-line and our conclusion was the industry was ready for a major emerging trend that we called "Locate to Order", or "LTO".

So, what is LTO? The easiest way to think about LTO is to consider the experience of someone today who goes online with the intention of finding out more about an automobile purchase they're about to make.

Typically, consumers will visit several sites and learn about a product and make and model they're interested in.

The information, though, on these sites, tends to be generic in nature, and by that I mean, it doesn't really connect to any real sheet metal on dealer lots. LTO changes that.

Whereas today, someone enters in their choices of colors, options, packages, etc... and get a computer image of what that potential car might look like. In LTO systems, consumers would get actual data. It's a powerful advancement that really takes online car buying to the next level and really builds a connection between online marketing and real-world retail.

We think LTO is going to enhance consumer satisfaction, give consumers the car they want, the price they're willing to pay and really help dealers

A-19

out as well, by giving them a more informed, ready to deal automotive consumer.

27. Cut back to hosts on camera.

Graphic:

Formula for Success:

- o Right Vehicle
- o Right Price
- o Preferred Dealership

Female Host (Sync/V.O)

The right vehicle... at the right price... delivered at the customer's preferred dealership. That's our formula for success.

Now, why is including the online e-price so important?

28. Graphic: Forrester chart that illustrates importance of price to consumers

Well, Forrester Research conducted a survey among online households that used the Internet for new car shopping... and found that vehicle pricing ranked highest in both importance and usage among customers.

31. Show other websites that highlight price -

And frankly, transaction and invoice pricing are already commonplace across the Internet... check Auto Nation, Edmunds, CarsDirect and several more... and you'll see the vehicle prices in big, bold reality.

A-20

31a. Cut to Steve Howard on camera - "why e-price?" (02:17:07 - 33)

Steve Howard (Sync)

If all the research we've had in front of us is true, that is the big thing the customers are looking for, is having an e-price.

And if we don't do it the customers are going to go someplace and find somebody that will, and whether it's from our competition, whether it's Ford, Toyota or it's one of the third party sites, they're going to find an e-price somewhere. So I think it's very important that we have that on our site for our customers.

32. Back to Female Host on camera.

Female Host (Sync)

This is the trend in the industry but we realize that price, although important, is not the only factor in the equation. We also know that many dealers have concerns about e-Prices.

What's needed is an e-pricing approach that balances consumer and dealer needs.

33. Cut to full screen graphic showing recommendation
Individual dealers who own the inventory should set their own price

A-21

We propose that individual dealers who own the inventory should set their own price.

Keep in mind, this is our current "best thinking"... it's likely we will need to continue to work on this and refine our concepts on both the pricing and inventory parts of the model as we go forward. But dealers will be involved every step of the way.

34. Back to Hosts on camera.

Male Host (sync/V.O)

Now, let's walk through the actual process from beginning to end and see how the website would work.

35. Cut to series of scenes showing a consumer at a terminal walking through the process of researching/buying a vehicle from the JV website. Show screen samples on cue.

For the consumer, the entire process happens in five steps.

First, they enter the website and key in their zip code.

In step two, the customer selects the type of vehicle they're interested in... for example, a sport utility.

Then, in Step Three, they shop and

configure the specific color and equipment they want.

A-22

If a customer selects one of the GM models in a given category, they will be able to review the inventory of models in the market area, including options like transmission, interior trim and so forth. They may also see pricing information, including MSRP and e-Price.

36. Show customer browsing among vehicle offerings online.

In Step Four, the customer selects the actual vehicle they want.

37. Show customer selecting preferred dealer from sample screen.

Next is Step Five - and that's selecting the dealer they prefer to work with.

It is at this point that the dealer's relationship with the customer begins.

38. Show how consumer can bypass first few screens by going to specific vehicle, then specific dealer they want

Now, for people who know exactly what they want - it's easy to bypass the early phases of the selection process and go right to a specific vehicle, then to the specific dealer.

For example, they can ask just to see the Chevy Blazers, not all the SUVs that are available.

They find the Blazer they want... then select you as the preferred dealer.

A-23

(Pause)

39. Back to Hosts on camera.

Once these steps have been taken, the customer arranges to take delivery of the vehicle, offline - at the preferred dealership.

It's quick, it's clean, and it's simple for our buyers.

39a. Cut to Steve Howard on camera - "Business Model Benefits" (02:24:11 - 39)

Steve Howard (sync)

The great thing about the Joint Venture relationship and how that works for us with our customers is that it gives the customer a chance to do business with

the dealer that they want to do business with.

And, I'm a firm believer that the customer, if we can give them the product that they want, where they want it, when they want it at a reasonable price, we're going to have a very satisfied customer and I always believe that customer satisfaction turns into customer retention, and we've got that life-long customer right in our hands.

39b. Back to Host on camera

Female Host (Sync)

A-24

Now, that's what happens "in front of the curtain".

What goes on behind the scenes?

As part of this discussion, let's define a few terms that we will be using.

40a. Cut to graphic of terms and definitions

The first term is Stocking Dealer. We use this term to describe the dealer who owns a particular unit of inventory at his/her dealership.

We also will be using the term Preferred Dealer. This refers to the dealer that a consumer selects to deliver the vehicle that they will purchase from our online website.

It is important to know that, in some cases, the stocking and preferred dealer may be one in the same.

(Pause)

Female Host (Sync)

Now, back to what goes on behind the scenes...

Prior to the customer's online visit, the market area inventory has been listed and priced by each stocking dealer in the market area.

A-25

There are three different categories in which dealers can list their inventory.

40b. Cut to graphic that defines the terms on cue.

The first is Online E-Priced - where the dealer lists the vehicle for sale at an e-price.

The second is Online Referral- where

the dealer lists the vehicle online without an e-price.

The third category is called Offline - this is where a dealer chooses not to list a vehicle on the website at all. We do not expect this to be a large category

40c. Back to hosts on camera.

So, in summary, you will decide how you classify your inventory. You can post it online with an e-price, without an e-price... or you can choose not to post a particular vehicle online at all.

40d. Cut to Bill Estes on camera (ePrice)
02:08:47 - - 02:09:24

Bill Estes (Sync)

I believe when the dealer body sees the pricing model that is now suggested for this Joint Venture, they will be very, very comfortable with the situation.

It certainly was a concern of mine, but having worked through this on this

A-26

Advisory Board, and having looked at this, I think the effort and the time that has been put in has been very, very productive and I think it is going to make the dealer body very comfortable, it's in our control.

We don't even have to price the vehicle if we don't want to, but when we do it is at our price, and that's the kind of flexibility and control that I, as a dealer, would like to have.

41. Back to Female Host on camera.

Female Host (Sync)

When you think about it, the types of things happening online are really no different than the offline world. Consumers are faced with lots of different prices and dealers make decisions every day which impact what they sell and at what price.

Again, its up to each dealer to make their own choice on how they list their inventory.

Male Host (sync)

As we've said before, the pricing model is our current best thinking. It's very likely that we will try more than one approach to pricing and inventory as we continue to refine the model and see

A-27

what works best for consumers and dealers alike.

44. Back to hosts on camera.

Female Host (Sync/V.O.)
We believe our business model is a win-win scenario for everyone...

45. Cut to graphic
Win-Win-Win

- o Stocking dealer - lists inventory and posts ePrice
- o Preferred dealer - handles sale, related transactions, builds relationship
- o Customer - gets what they want, where they want, and a no-haggle experience

The stocking dealer determines what inventory gets posted at what price...

The Preferred dealer handles the sale and the related transaction elements such as F & I and the trade-in. And there's also the benefit of a continued relationship with their customer...

The customer gets the vehicle they want... when they want... where they want, through an up-front, no-haggle buying experience.

46. Cut back to hosts on camera.

And it would all be accomplished through a presence on an independent all makes and models website ... one with a strong brand name, technical

A-28

expertise and the speed of execution that GM and its dealers need for mutual success.

Male Host (Sync)
No other manufacturer offers all these benefits. GM and its dealers would be the first-to-market with a unique online presence that provides customers everything they want in a shopping and purchase experience.

Now, with some closing thoughts, here again is Michael Grimaldi.

47. Cut back to Michael Grimaldi on camera.

Michael Grimaldi
I hope you can see why we're excited about this potential Joint Venture.

We hope you feel that same sense of motivation.

But let me reinforce, this is not a way for General Motors to sell cars direct

to consumers. Let me repeat, this potential joint venture is not a plan by GM to sell vehicles direct to consumers.

Instead, it's a way for us to support you and build our online future together.

You control the inventory, you control which vehicles you put on line and

A-29

which vehicles bear prices - ultimately, you control your online business.

Now, let's talk about the "governance" of the Joint Venture for just a moment.

48. Cut to graphic showing composition of Board of Representatives of the Joint Venture.

Michael Grimaldi (V.O.)

We would establish a Joint Venture Board of Representatives comprised of six members- three from GM and three from the dealer organization.

Their mission would be simple - to ensure the implementation of the Joint Venture is in the best interests of dealers, GM and consumers.

49. Cut to graphic showing Responsibilities of the Board:

- o Set Overall Strategy
- o Set/Communicate performance targets and be held accountable
- o Meet quarterly to review progress/make decisions
- o Approve JV budget
- o Approve changes in strategic direction

The Board of Representatives would set the overall strategy for the Joint Venture... they would establish and communicate performance targets and be held accountable for meeting those targets... and they would meet quarterly to review progress and make decisions.

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In addition, the board would approve the JV budget and major financial expenditures... and approve any changes in strategic direction.

Importantly, the Joint Venture board would be represented in the decision making of the independent website.

50. Back to Michael Grimaldi on camera.

Michael Grimaldi (Sync)

At first, dealer representation on the

board would be comprised of GM National Dealer Council and eDealer advisory board members.

Eventually, dealer members would be chosen through annual election from those dealers who have purchased interests in the Joint Venture.

Dealer advisory groups will also be formed to provide input on consumer experience issues, dealer operations issues and technology issues... and to interface with the independent website.

Now, I'm sure that you are wondering how much it is going to cost dealers to buy interests in the Joint Venture. While the final investment costs have not been finalized, we would like to give you an idea of the potential investment ranges.

A-31

51. Cut to graphic of Dealer Investment ranges

The investment amounts will be based on the number of units a dealer sells annually. Dealers will be expected to invest an amount between \$1000 and \$15,000.

(Pause)

52. Cut back to Michael Grimaldi on camera.

Now, in order to receive the full benefits of the business model, you must be an equity holder in the Joint Venture. Those dealers electing not to invest cannot be selected as a preferred dealer for an e-priced vehicle listed online.. They will only be able to list vehicles for referral.

We will keep you informed as more information becomes available.

Again, our plan is for a 50/50 Joint Venture between GM and dealers.

It's a complementary initiative that in no way impacts the need or the importance of GM BuyPower. As we've said before, there is a need for a manufacturer's website, dealer's websites and a presence in this independent, all-makes and all-models space.

Cut to dealer closing thoughts

A-32

52a. Cut to Steve Howard ("Keys to Success) 02:33:29 - 47

Steve Howard

Well, I think the key to this Joint Venture is we've got to make sure that we do the right thing for everybody involved, meaning the customer, dealer and the manufacturer.

We've got to make sure that we give the customer a great experience. Something that they really enjoy.

52b. Cut to Howard Drake ("Open to trying different models") 01:25:08 - 38)

Howard Drake (sync)

I'm all for the launch and learn process. It's very important that we find a model that is a best fit for our customers, and one that is profitable for the dealers.

I think, in the end, a model that suits the customer best is going to be most profitable and the best case for our dealers.

52c. Cut to Bill Estes (Get educated) 02:12:32 - 02:13:03)

Bill Estes (sync)

I would encourage everybody to get as much information as possible and it is available.

And I think this presentation is terrific... this is not a program coming from

A-33

General Motors. This is an investment in our future and I think you need to treat it that way and I think you'll see the value in it if you really get educated.

52d. Back to Michael on camera.

Michael Grimaldi (Sync)

Now, GM dealers must let us know whether or not we should continue to pursue this business model and the Joint Venture opportunity.

If the idea has broad dealer support, we'll proceed... if it doesn't, we won't.

So we'll be listening for your opinions and reactions.

53. First ending - for NADA tape:

In the meantime, please feel free to speak with the Joint Venture representatives here at NADA.

You will also receive a copy of this videotape at your dealership to review again, along with another copy of the preliminary prospectus for the Joint

Venture. The prospectus will contain important information about the investment in the Joint Venture.

I look forward to speaking with you in greater depth about this new initiative... and to strengthening our working

A-34

relationship together through this Joint Venture.

Thanks for watching. And we'll speak again very soon.

54. Alternate ending - post-NADA tape

We will keep you fully informed about our progress.

In the meantime, please review the preliminary prospectus that accompanied this tape regarding the Joint Venture. This prospectus will contain important information about the investment in the Joint Venture.

I look forward to speaking with you in greater depth about this new initiative... and to strengthening our working relationship together through this Joint Venture. Thanks for watching. And we'll speak again very soon.

A-35

Full screen disclaimer closes the video...

An offering of the securities of AutoCentric JV LLC is in process, but may be made only by the prospectus. That prospectus is included in a registration statement that has been filed with the Securities and Exchange Commission but has not yet become effective. We urge you to review carefully the copy of the prospectus which has been made available to you.

Participating in AutoCentric JV LLC requires an investment in securities. Investing in these securities involves risks that you should be aware of which are described under the heading "Risk Factors" in the accompanying prospectus. You could lose some or all of your money that you invest in these securities. You should carefully review the risk factors and all of the other information set forth in the accompanying prospectus before deciding to invest in these securities.

The securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This video transmission shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State. The Securities and Exchange Commission does not endorse this offering, nor does any state regulatory authority.

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The viewing of this videotape is intended only for GM dealers who are eligible to participate in the offering of securities of AutoCentric JV LLC. The copying, retransmission or further distribution of this videotape to any other person is strictly prohibited.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

	Amount To Be Paid -----
Registration fee.....	\$ 6,250
NASD filing fee.....	3,000
Transfer agent's fees.....	
Printing and engraving expenses.....	
Legal fees and expenses.....	
Accounting fees and expenses.....	
Blue Sky fees and expenses.....	
Miscellaneous.....	

Total.....	\$ =====

Each of the amounts set forth above, other than the registration fee and the NASD filing fee, is an estimate.

Item 14. Indemnification of Directors and Officers.

Section 18-108 of the Delaware Limited Liability Company Act provides that a limited liability company may indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. The Registrant's Limited Liability Company Agreement will provide for indemnification by the Registrant of its members and managers to the fullest extent permitted by the Delaware Limited Liability Company Act.

Pursuant to agreements which the Registrant may enter into with broker-dealers or agents (forms of which will be included as exhibits to this registration statement), members, managers and representatives of the Registrant, and affiliates thereof, may be entitled to indemnification by such broker-dealers or agents against certain liabilities, including liabilities under the Securities Act of 1933, as amended, arising from information which has been or will be furnished to the Registrant by such broker-dealers or agents that appears in the registration statement or any prospectus.

Item 15. Recent Sales of Unregistered Securities.

There have been no recent sales of unregistered securities.

Item 16. Exhibits and Financial Statement Schedules.

(a) The following exhibits are filed as part of this Registration Statement:

Exhibit Number -----	Description -----
*3.1	Certificate of Formation
*3.2	Limited Liability Company Agreement
*3.3	Amended and Restated Limited Liability Company Agreement
*4.1	Form of Series A Units Certificate
*5.1	Opinion of Davis Polk & Wardwell

Exhibit Number -----	Description -----
*5.2	Opinion of Richards, Layton & Finger, P.A.
*10.1	Opinion of Ivins, Phillips & Barker Chartered
*23.1	Consent of Davis Polk & Wardwell (included in Exhibit 5.1)
*23.2	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.2)
*23.3	Consent of Ivins, Phillips & Barker Chartered (included in Exhibit 5.3)
*24.1	Power of Attorney (included on signature page)

* To come.

Item 17. Undertakings

The undersigned hereby undertakes:

(a) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to members and managers of the registrant pursuant to the provisions referenced in Item 14 of this Registration Statement, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a member and manager of the registrant in the successful defense of any action, suit or proceeding) is asserted by such member and manager in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(b) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on the 2nd day of February, 2001.

AUTOCENTRIC

By /s/ Michael J. Devereux

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ronald F. Sobrero, Michael J. Devereux, Dean P. Harlow and Cameron J. Schmidt and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

Signature -----	Title -----	Date ----
/s/ Ronald F. Sobrero ----- Ronald F. Sobrero	Chief Executive Officer	February 2, 2001
/s/ Dean P. Harlow ----- Dean P. Harlow	Chief Financial and Accounting Officer/Secretary	February 2, 2001
/s/ Peter A. Brandow ----- Peter A. Brandow	Series A Representative	February 2, 2001
/s/ Charles M. Smith ----- Charles M. Smith	Series A Representative	February 2, 2001
/s/ William E. Estes ----- William E. Estes	Series A Representative	February 2, 2001
/s/ Mark T. Hogan ----- Mark T. Hogan	Series B Representative	February 2, 2001
/s/ William J. Lovejoy ----- William J. Lovejoy	Series B Representative	February 2, 2001
/s/ Ralph J. Szygenda ----- Ralph J. Szygenda	Series B Representative	February 2, 2001

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