

MARTIN MIDSTREAM PARTNERS LP
 Form 4
 November 15, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Martin Product Sales LLC

2. Issuer Name and Ticker or Trading Symbol
 MARTIN MIDSTREAM PARTNERS LP [MMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4200 STONE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2005

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

KILGORE, TX 75662
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Units	11/14/2005		C/K		308,759	A	\$ 0 769,730

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Subordinated Units	\$ 0	11/14/2005		C/K	308,759	11/14/2005 (1)	Common Units 308,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Product Sales LLC 4200 STONE ROAD KILGORE, TX 75662		X		

Signatures

/s/ Robert D. Bondurant, Chief Financial Officer, Martin Resource Mangement Corporation,
Sole Member of Martin Product Sales LLC

11/15/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The subordinated units do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW**

(11): 41.1% **14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO**

(1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially owned by International Motor Cars Group I, L.L.C. without regard to such group status is 7,592,792, representing 16.2% of the Voting Common Stock outstanding.

(2) The parties to the Stockholders Agreement (as defined in Item 4) may be deemed to constitute a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement. The Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

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NAMES OF REPORTING PERSONS:

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1 International Motor Cars Group II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5 Not Applicable

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Delaware

SOLE VOTING POWER:

7
NUMBER OF 0

SHARED VOTING POWER:

8
SHARES BENEFICIALLY OWNED BY 64,490

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
0

WITH **10** SHARED DISPOSITIVE POWER:
64,490

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
19,465,278(1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): p
(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
41.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

(1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially

owned by
International
Motor Cars
Group II, L.L.C.
without regard
to such group
status is 64,490,
representing less
than 1% of the
Voting
Common Stock
outstanding.

- (2) The parties to
the Stockholders
Agreement (as
defined in
Item 4) may be
deemed to
constitute a
group within the
meaning of
Section 13(d) of
the Securities
Exchange Act
of 1934, as
amended (the
Exchange Act),
and the
Reporting
Persons may be
deemed to share
beneficial
ownership of
the shares of
Common Stock
owned by the
other
stockholder
parties to the
Stockholders
Agreement. The
Reporting
Persons
expressly
disclaim
beneficial
ownership of
any shares of
Common Stock
held by such

other parties.

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NAMES OF REPORTING PERSONS:

1 Penske Capital Partners, L.L.C.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
Not Applicable

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
Delaware

SOLE VOTING POWER:

7
NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8** 7,657,282

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER: 0
WITH	10	SHARED DISPOSITIVE POWER: 7,657,282

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

19,465,278(1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): p

(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

41.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

- (1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially owned by Penske Capital Partners, L.L.C. without regard to such group status is 7,657,282, representing 16.4% of the Voting Common Stock outstanding.
- (2) The parties to the Stockholders Agreement (as defined in Item 4) may be deemed to constitute a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement. The Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

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NAMES OF REPORTING PERSONS:

S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

1
James A. Hislop

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a) p
(b) o

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
Not Applicable

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
United States

SOLE VOTING POWER:

7
NUMBER OF 1,000

SHARED VOTING POWER:

8
SHARES BENEFICIALLY OWNED BY 7,815,719

EACH		SOLE DISPOSITIVE POWER:
REPORTING	9	
PERSON		158,437
WITH		SHARED DISPOSITIVE POWER:
	10	
		7,657,282

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
19,465,278(1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
41.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

- (1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially owned by James A. Hislop without regard to such group status is 7,815,719, representing 16.7% of the Voting Common Stock outstanding.
- (2) The parties to the Stockholders Agreement (as defined in Item 4) may be deemed to constitute a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement. The Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

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NAMES OF REPORTING PERSONS:

1 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Roger S. Penske

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
Not Applicable

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
Not Applicable

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
United States

SOLE VOTING POWER:

7

NUMBER OF 518,663

SHARED VOTING POWER:

SHARES BENEFICIALLY **8**

OWNED BY 18,788,178

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
625,720

WITH **10** SHARED DISPOSITIVE POWER:
18,351,303

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
19,465,278(1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
41.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

(1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially owned by Roger S. Penske without regard to such group status is 19,306,841, representing 40.8% of the Voting Common Stock deemed to be outstanding for this purpose.

(2) The parties to the Stockholders Agreement (as defined in Item 4) may be deemed to constitute a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement. The Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

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NAMES OF REPORTING PERSONS:

1 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Penske Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
W C

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
Not Applicable

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
Delaware

SOLE VOTING POWER:

7
NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8** 18,609,282

EACH REPORTING PERSON 9
SOLE DISPOSITIVE POWER:
0

WITH 10
SHARED DISPOSITIVE POWER:
18,172,407

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
19,465,278(1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): p
(2)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
41.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
CO

(1) The aggregate amount beneficially owned by each Reporting Person reported on line 11 and the percent of class reported on line 13 reflects the beneficial ownership of all Reporting Persons as a group. The amount of Voting Common Stock beneficially owned by Penske Corporation without regard to such group status is 18,609,282, representing 39.7% of the Voting Common Stock outstanding.

(2) The parties to the Stockholders Agreement (as defined in Item 4) may be deemed to constitute a group within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Reporting Persons may be deemed to share beneficial ownership of the shares of Common Stock owned by the other stockholder parties to the Stockholders Agreement. The Reporting Persons expressly disclaim beneficial ownership of any shares of Common Stock held by such other parties.

This Amendment No. 20 (the Amendment) amends and supplements the Schedule 13D filed on behalf of International Motor Cars Group I, L.L.C., a Delaware limited liability company (IMCG I), International Motor Cars Group II, L.L.C., a Delaware limited liability company (IMCG II) and together with IMCG I, the Purchasers), Penske Capital Partners, L.L.C., a Delaware limited liability company (PCP), Penske Corporation, a Delaware corporation (Penske Corporation) (collectively, the Penske Entities), Roger S. Penske and James A. Hislop (all such persons, the Reporting Persons) with the Securities and Exchange Commission on April 22, 1999, as amended by Amendment No. 1 filed on May 3, 1999, Amendment No. 2 filed on August 5, 1999, Amendment No. 3 filed on February 9, 2000, Amendment No. 4 filed on September 12, 2000, Amendment No. 5 filed on October 26, 2000, Amendment No. 6 filed on December 18, 2000, Amendment No. 7 filed on December 26, 2000, Amendment No. 8 filed on February 14, 2001, Amendment No. 9 filed on March 6, 2001, Amendment No. 10 filed on August 7, 2001, Amendment No. 11 filed on March 1, 2002, Amendment No. 12 filed on March 27, 2002, Amendment No. 13 filed on May 14, 2002, Amendment No. 14 filed on June 26, 2002, Amendment No. 15 filed on August 21, 2002, Amendment No. 16 filed on April 9, 2003, Amendment No. 17 filed on April 29, 2003, Amendment No. 18 filed on August 5, 2003, and Amendment No. 19 filed on February 16, 2004 (the Schedule 13D), relating to the Voting Common Stock, par value \$0.0001 per share (the Voting Common Stock), of United Auto Group, Inc., a Delaware corporation (the Company). Information reported in the Statement remains in effect except to the extent that is amended, restated or superseded by information contained in this Amendment No. 20 or a prior amendment. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

This Amendment is being filed to reflect the following transactions:

On January 25, 2006, each of the Reporting Persons respectively entered into a Lock-Up Letter Agreement (the Lock-Up Letter Agreements) with Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch) and Thomas Weisel Partners, LLC (Thomas Weisel).

On November 29, 2004, James A. Hislop sold 50,000 shares of Voting Common Stock in an open market transaction.

On February 24, 2005, Mr. Hislop sold 25,000 shares of Voting Common Stock in an open market transaction.

On July 12, 2005, Mr. Hislop was awarded 1,000 shares of Restricted Stock vesting over three years.

On July 12, 2005, Mr. Penske was awarded 18,663 shares of Restricted Stock vesting over four years.

On July 1, 2004, Mr. Penske was awarded 7,500 shares of Restricted Stock vesting over four years.

An aggregate of 436,875 shares of Voting Common Stock received by the Holders are currently subject to the Transfer Rights Agreement, reflecting the release of certain holders from those agreements.

Item 5. Interest in Securities of the Issuer.

Based on information provided by the Company, there were 46,876,405 shares of Voting Common Stock outstanding as of January 13, 2006.

(a) As of January 31, 2006:

In aggregate, the Reporting Persons beneficially own an aggregate of 19,465,278 shares of Voting Common Stock, which constitutes approximately 41.1% of the 47,336,405 shares of Voting Common Stock deemed to be outstanding for this purpose.

IMCG I beneficially owns 7,592,792 shares of Voting Common Stock, representing 16.2% of the 46,876,405 shares of Voting Common Stock outstanding;

IMCG II beneficially owns 64,490 shares of Voting Common Stock, representing less than 1% of the 46,876,405 shares of Voting Common Stock outstanding;

Penske Corporation beneficially owns 18,609,282 shares of Voting Common Stock, representing 39.7% of the 46,876,405 shares of Voting Common Stock outstanding;

PCP beneficially owns 7,657,282 shares of Voting Common Stock, representing 16.4% of the 46,876,405 shares of Voting Common Stock outstanding;

Roger S. Penske beneficially owns 19,306,841 shares of Voting Common Stock, representing 40.8% of the 19,306,841 shares of Voting Common Stock outstanding;

James A. Hislop beneficially owns 7,815,719 shares of Voting Common Stock, representing 16.7% of the 46,876,405 shares of Voting Common Stock outstanding.

In accordance with Rule 13d-3(d)(1) of the Exchange Act, the number of shares of Voting Common Stock deemed to be outstanding for purposes of calculating the beneficial ownership of the Reporting Persons in the aggregate and Roger S. Penske individually includes 460,000 shares of Voting Common Stock issuable upon the exercise of options previously issued to Roger Penske.

As of January 31, 2006, taking into account only those securities held by the Reporting Persons that are currently outstanding and have voting rights, the Reporting Persons held approximately 40.5% of the voting power with respect to matters coming before the holders of the Voting Common Stock.

(b) As of January 31, 2006:

IMCG I has the shared power to direct the vote of 7,592,792 shares of Voting Common Stock;

IMCG II has the shared power to direct the vote of 64,490 shares of Voting Common Stock;

Penske Corporation has the shared power to direct the vote of 18,609,282 shares of Voting Common Stock;

PCP has the shared power to direct the vote of 7,657,282 shares of Voting Common Stock;

Roger S. Penske has the sole power to direct the vote of 58,663 shares of Voting Common Stock, and, upon the exercise of options to purchase 460,000 shares of Voting Common Stock previously granted to Roger S. Penske, will have the sole power to direct the vote of an aggregate of 518,663 shares of Voting Common Stock and shared power to direct the vote of 18,788,178 shares of Voting Common Stock; and

James A. Hislop has the shared power to direct the vote of 7,657,282 shares of Voting Common Stock.

As of January 31, 2006:

IMCG I has the shared power to direct the disposition of 7,592,792 shares of Voting Common Stock;

IMCG II has the shared power to direct the disposition of 64,490 shares of Voting Common Stock;

Penske Corporation has the shared power to direct the disposition of 18,172,407 shares of Voting Common Stock;

PCP has the shared power to direct the disposition of 7,657,282 shares of Voting Common Stock;

Roger S. Penske has the sole power to direct the disposition of 165,720 shares of Voting Common Stock, and upon the exercise of options to purchase 460,000 shares of Voting Common Stock previously granted to Roger S. Penske, will have the sole power to direct the disposition of an aggregate of 625,720 shares of Voting Common Stock and shared power to direct the disposition of 18,351,303 shares of Voting Common Stock; and

James A. Hislop has the sole power to direct the disposition of 158,437 shares of Voting Common Stock and the shared power to direct the disposition of 7,657,282 shares of Voting Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

On January 25, 2006, each of the Reporting Persons respectively entered into a Lock-Up Letter Agreements with Merrill Lynch and Thomas Weisel. Under the Lock-Up Letter Agreements, among other things, during a period of 90 days from January 25, 2006, subject to certain exceptions, without the prior written consent of Merrill Lynch, directly or indirectly, (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of Common Stock or any securities convertible into or exchangeable or exercisable for Common Stock, whether owned by the Reporting Persons on the date of the Lock-Up Letter Agreements or thereafter acquired by the Reporting Persons or with respect to which the Reporting Persons had on the date of the Lock-Up Letter Agreements or thereafter acquired the power of disposition, or file, or cause to be filed, any registration statement under the Securities Act, with respect to any of the foregoing (collectively, the Lock-Up Securities) or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Lock-Up Securities, whether any such swap or transaction is to be settled by delivery of Common Stock or other securities, in cash or otherwise.

Item 7. Material to be filed as Exhibits.

Exhibit 42 Form of Lock-Up Letter Agreement, dated January 25, 2006, among the Reporting Persons, Merrill Lynch Thomas Weisel.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
January 31, 2006

INTERNATIONAL MOTOR CARS GROUP I, L.L.C.

By: PENSKE CAPITAL PARTNERS, L.L.C.
Its Managing Member

By: /s/ James A. Hislop

James A. Hislop
President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
January 31, 2006

INTERNATIONAL MOTOR CARS GROUP II, L.L.C.

By: PENSKE CAPITAL PARTNERS, L.L.C.
Its Managing Member

By: /s/ James A. Hislop

James A. Hislop
President

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
January 31, 2006

PENSKE CAPITAL PARTNERS, L.L.C.

By: /s/ James A. Hislop

James A. Hislop
President

14

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
January 31, 2006

/s/ James A. Hislop

James A. Hislop
15

After reasonable inquiry and to the best of my knowledge and belief, I certify that the infor