


**AutoNation, Inc.**

AN NYSE

Retail - Specialty

Market Capitalization USD:

**\$4,778.47 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Michael J. Jackson****Age: 63****CEO Since: 1999**

	2009	2010	2011
<b>Base Salary</b>	\$1,150,000	\$1,150,000	\$1,150,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,705,833	\$2,863,039	\$1,506,040
<b>Benefits and Perquisites</b>	\$220,053	\$174,928	\$194,273
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,075,886</b>	<b>\$4,187,967</b>	<b>\$2,850,313</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$2,087,993	\$2,577,655	\$3,578,048
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$5,163,879</b>	<b>\$6,765,622</b>	<b>\$6,428,361</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,381,142	\$3,048,596	\$3,133,576
<b>Value Realized on Exercise of Stock Option</b>	\$3,635,533	\$4,371,035	\$12,875,519
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$3,635,533</b>	<b>\$4,371,035</b>	<b>\$12,875,519</b>

Proxy Date: 26 Mar 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 11.78%

Stock Option Run Rate: 0.94%

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## Performance Comparison

■ S&P500 ■ Industry ■ AN



## Peer Comparisons (TRBC) =Retail - Specialty

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
AN	AutoNation, Inc.	\$5,163,879	\$6,765,622	\$6,428,361	\$4,778,468,999
BBBY	Bed Bath & Beyond Inc.	\$8,697,028	\$15,483,413		\$14,277,550,896
AZO	AutoZone, Inc.	\$3,208,830	\$3,809,927		\$13,265,699,506
SPLS	Staples, Inc.	\$10,759,001	\$15,165,193		\$9,432,218,953
ORLY	O'Reilly Automotive, Inc.	\$3,541,095	\$4,896,696	\$3,696,252	\$9,057,934,394
KMX	CarMax, Inc.	\$2,732,482	\$5,304,112		\$5,400,356,024
PETM	PetSmart, Inc.	\$5,298,326	\$6,520,020		\$4,808,462,634

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Advance Auto Parts, Inc., J.C. Penney Company, Inc., RadioShack Corporation, AutoZone, Inc., Kohl's Corporation, Ross Stores, Inc., BJ's Wholesale Club, Inc., Limited Brands, Inc., Staples, Inc., CarMax, Inc., Macy's Inc., Tiffany & Co., Family Dollar Stores, Inc., Nordstrom, Inc., The TJX Companies, Inc., The Gap, Inc., Office Depot, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Carlos A. Migova	Chairman	61	Male	6	Outside
William C. Crowlev	Chairman	54	Male	10	Outside Related
Michael Larson	Member	52	Male	2	Outside Related
Rick L. Burdick	Member	60	Male	21	Outside Related

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