

SONIC AUTOMOTIVE INC

Form 10-Q

October 25, 2012

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2012

OR

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

Commission files number 1-13395

SONIC AUTOMOTIVE, INC.

(Exact name of registrant as specified in its charter)

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DELAWARE (State or other jurisdiction of incorporation or organization)	56-2010790 (I.R.S. Employer Identification No.)
4401 Colwick Road, Charlotte, North Carolina (Address of principal executive offices)	28211 (Zip Code)
(704) 566-2400 (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such file). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one).

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 17, 2012, there were 44,305,481 shares of Class A Common Stock and 12,029,375 shares of Class B Common Stock outstanding.

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Table of Contents**PART I - FINANCIAL INFORMATION****Item 1: Unaudited Condensed Consolidated Financial Statements.****SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(Dollars and shares in thousands, except per share amounts)**

	Third Quarter Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Revenues:				
New vehicles	\$ 1,209,366	\$ 1,027,169	\$ 3,452,462	\$ 2,990,357
Used vehicles	534,028	509,751	1,581,682	1,489,098
Wholesale vehicles	53,088	47,137	140,670	122,261
Total vehicles	1,796,482	1,584,057	5,174,814	4,601,716
Parts, service and collision repair	290,897	287,105	885,412	857,541
Finance, insurance and other	64,867	54,974	187,199	157,175
Total revenues	2,152,246	1,926,136	6,247,425	5,616,432
Cost of Sales:				
New vehicles	(1,141,375)	(960,030)	(3,249,543)	(2,797,371)
Used vehicles	(497,927)	(476,057)	(1,469,639)	(1,380,618)
Wholesale vehicles	(56,532)	(49,332)	(145,163)	(126,636)
Total vehicles	(1,695,834)	(1,485,419)	(4,864,345)	(4,304,625)
Parts, service and collision repair	(148,753)	(147,333)	(452,712)	(436,263)
Total cost of sales	(1,844,587)	(1,632,752)	(5,317,057)	(4,740,888)
Gross profit	307,659	293,384	930,368	875,544
Selling, general and administrative expenses	(238,680)	(228,563)	(722,446)	(682,442)
Impairment charges	(23)	(102)	(57)	(160)
Depreciation and amortization	(11,375)	(10,137)	(33,636)	(29,457)
Operating income (loss)	57,581	54,582	174,229	163,485
Other income (expense):				
Interest expense, floor plan	(4,858)	(4,163)	(14,101)	(14,031)
Interest expense, other, net	(15,709)	(16,941)	(46,186)	(50,957)
Other income (expense), net	(17,275)	(811)	(19,808)	(741)
Total other income (expense)	(37,842)	(21,915)	(80,095)	(65,729)
Income (loss) from continuing operations before taxes	19,739	32,667	94,134	97,756
Provision for income taxes - benefit (expense)	(7,899)	(12,556)	(32,596)	(38,673)
Income (loss) from continuing operations	11,840	20,111	61,538	59,083
Discontinued operations:				
Income (loss) from operations and the sale of dealerships	(2,839)	(1,129)	(3,829)	(5,484)
Income tax benefit (expense)	1,041	419	1,010	2,117

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Income (loss) from discontinued operations	(1,798)	(710)	(2,819)	(3,367)
Net income (loss)	\$ 10,042	\$ 19,401	\$ 58,719	\$ 55,716
Basic earnings (loss) per common share:				
Earnings (loss) per share from continuing operations	\$ 0.21	\$ 0.38	\$ 1.14	\$ 1.11
Earnings (loss) per share from discontinued operations	(0.03)	(0.01)	(0.06)	(0.06)
Earnings (loss) per common share	\$ 0.18	\$ 0.37	\$ 1.08	\$ 1.05
Weighted average common shares outstanding	55,069	52,366	53,302	52,414
Diluted earnings (loss) per common share:				
Earnings (loss) per share from continuing operations	\$ 0.21	\$ 0.34	\$ 1.05	\$ 0.99
Earnings (loss) per share from discontinued operations	(0.03)	(0.01)	(0.05)	(0.05)
Earnings (loss) per common share	\$ 0.18	\$ 0.33	\$ 1.00	\$ 0.94
Weighted average common shares outstanding	59,011	65,517	62,300	65,800
Dividends declared per common share	\$ 0.025	\$ 0.025	\$ 0.075	\$ 0.075

See notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Dollars in thousands)**

	Third Quarter Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income (loss)	\$ 10,042	\$ 19,401	\$ 58,719	\$ 55,716
Other comprehensive income (loss) before taxes:				
Change in fair value of interest rate swap agreements	(194)	(4,239)	(133)	(5,902)
Total other comprehensive income (loss) before taxes	(194)	(4,239)	(133)	(5,902)
Provision for income tax benefit (expense) related to components of other comprehensive income (loss)	72	1,611	50	2,242
Other comprehensive income (loss)	(122)	(2,628)	(83)	(3,660)
Comprehensive income (loss)	\$ 9,920	\$ 16,773	\$ 58,636	\$ 52,056

See notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands)

	September 30, 2012	December 31, 2011
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 62,477	\$ 1,913
Receivables, net	240,664	303,279
Inventories	1,033,290	863,133
Other current assets	18,763	12,404
Total current assets	1,355,194	1,180,729
Property and Equipment, net	567,929	552,037
Goodwill	458,969	468,465
Other Intangible Assets, net	73,710	76,276
Other Assets	47,559	62,122
Total Assets	\$ 2,503,361	\$ 2,339,629
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Notes payable - floor plan - trade	\$ 556,570	\$ 469,027
Notes payable - floor plan - non-trade	413,284	399,314
Trade accounts payable	67,302	86,902
Accrued interest	8,251	12,117
Other accrued liabilities	166,504	177,707
Current maturities of long-term debt	12,289	11,608
Total current liabilities	1,224,200	1,156,675
Long-Term Debt	598,890	536,011
Other Long-Term Liabilities	121,149	124,201
Commitments and Contingencies		
Stockholders Equity:		
Class A convertible preferred stock, none issued		
Class A common stock, \$0.01 par value; 100,000,000 shares authorized; 61,191,866 shares issued and 44,504,087 shares outstanding at September 30, 2012; 56,377,778 shares issued and 40,600,031 shares outstanding at December 31, 2011	612	564
Class B common stock; \$0.01 par value; 30,000,000 shares authorized; 12,029,375 shares issued and outstanding at September 30, 2012 and December 31, 2011	121	121
Paid-in capital	666,000	667,839
Retained earnings	179,008	124,383
Accumulated other comprehensive income (loss)	(21,573)	(21,490)
Treasury stock, at cost (16,687,779 Class A shares held at September 30, 2012 and 15,777,747 Class A shares held at December 31, 2011)	(265,046)	(248,675)
Total stockholders equity	559,122	522,742
Total Liabilities and Stockholders Equity	\$ 2,503,361	\$ 2,339,629

See notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

(Dollars and shares in thousands)

	Class A Common Stock		Class B Common Stock		Paid-In Capital	Retained Earnings / (Accumulated Deficit)	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
	Shares	Amount	Shares	Amount					
BALANCE AT DECEMBER 31, 2011	56,378	\$ 564	12,029	\$ 121	\$ 667,839	\$ 124,383	\$ (248,675)	\$ (21,490)	\$ 522,742
Shares awarded under stock compensation plans	448	4			1,484				1,488
Issuance of common stock	4,075	41			67,495				67,536
Purchases of treasury stock							(16,371)		(16,371)
Income tax benefit associated with stock compensation plans					1,939				1,939
Derecognition of equity component of 5.0% Convertible Notes (1), net of tax expense of \$662					(76,701)				(76,701)
Fair value of interest rate swap agreements, net of tax benefit of \$50								(83)	(83)
Stock-based compensation expense					122				122
Restricted stock amortization					3,825				3,825
Other	291	3			(3)				
Net income (loss)						58,719			58,719
Dividends (\$0.075 per share)						(4,094)			(4,094)
BALANCE AT SEPTEMBER 30, 2012	61,192	\$ 612	12,029	\$ 121	\$ 666,000	\$ 179,008	\$ (265,046)	\$ (21,573)	\$ 559,122

(1) 5.0% Convertible Senior Notes due 2029 which were extinguished during the third quarter ended September 30, 2012 (the 5.0% Convertible Notes). See Note 6, Long-Term Debt, for further discussion.

See notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in thousands)

	Nine Months Ended September 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 58,719	\$ 55,716
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization of property, plant and equipment	34,017	30,041
Provision for bad debt expense	347	483
Other amortization	1,170	1,246
Debt issuance cost amortization	2,279	2,992
Debt discount amortization, net of premium amortization	2,812	3,911
Stock - based compensation expense	122	327
Amortization of restricted stock, net of forfeitures	3,825	2,348
Deferred income taxes	14,414	(1,280)
Equity interest in earnings of investees	(369)	(462)
Asset impairment charges	57	160
Loss (gain) on disposal of dealerships and property and equipment	(6,855)	243
Loss on exit of leased dealerships	3,462	4,195
(Gain) loss on retirement of debt	19,898	831
Non-cash adjustments - cash flow swaps	(494)	599
Changes in assets and liabilities that relate to operations:		
Receivables	62,642	38,789
Inventories	(195,212)	87,744
Other assets	(9,550)	(6,188)
Notes payable - floor plan - trade	87,543	(53,640)
Trade accounts payable and other liabilities	(43,477)	(710)
Total adjustments	(23,369)	111,629
Net cash provided by (used in) operating activities	35,350	167,345
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of land, property and equipment	(55,224)	(135,897)
Proceeds from sales of property and equipment	(873)	653
Proceeds from sales of dealerships	51,853	129
Distributions from equity investees	700	600
Net cash provided by (used in) investing activities	(3,544)	(134,515)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (repayments) borrowings on notes payable floor plan - non-trade	13,970	(50,528)
Borrowings on revolving credit facilities	105,894	228,002
Repayments on revolving credit facilities	(105,894)	(210,002)
Proceeds from issuance of long-term debt	208,920	61,470
Debt issuance costs	(4,472)	
Principal payments on long-term debt	(7,831)	(17,939)
Repurchase of debt securities	(164,896)	(52,585)
Purchases of treasury stock	(16,371)	(9,112)

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Income tax benefit (expense) associated with stock compensation plans	1,939	1,143
Issuance of shares under stock compensation plans	1,488	524
Dividends paid	(3,989)	(3,969)
Net cash provided by (used in) financing activities	28,758	(52,996)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	60,564	(20,166)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	1,913	21,842
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 62,477	\$ 1,676

SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING ACTIVITIES:

Change in fair value of cash flow hedging instruments (net of tax benefit of \$50 and \$2,242 in the nine-month periods ended September 30, 2012 and 2011, respectively)	\$ (83)	\$ (3,660)
Issuance of common stock as consideration for extinguishment of debt securities	\$ (67,869)	\$

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid (received) during the year for:

Interest, including amount capitalized	\$ 64,542	\$ 69,973
Income taxes	\$ 25,749	\$ 18,982

See notes to Unaudited Condensed Consolidated Financial Statements.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****1. Summary of Significant Accounting Policies**

Basis of Presentation The accompanying Unaudited Condensed Consolidated Financial Statements for the third quarter and nine-month periods ended September 30, 2012 and 2011 have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and applicable rules and regulations of the Securities and Exchange Commission (the SEC). All material intercompany accounts and transactions have been eliminated. These Unaudited Condensed Consolidated Financial Statements reflect, in the opinion of management, all material normal recurring adjustments necessary to fairly state the financial position and the results of operations for the periods presented. The results for interim periods are not necessarily indicative of the results to be expected for the entire fiscal year. These interim financial statements should be read in conjunction with the audited Consolidated Financial Statements of Sonic Automotive, Inc. (Sonic or the Company) for the year ended December 31, 2011, which were included in Sonic's Annual Report on Form 10-K and updated in Sonic's Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012.

Reclassifications The Unaudited Condensed Consolidated Statements of Income for the third quarter and nine-month periods ended September 30, 2011 reflect the reclassification of balances from continuing operations to discontinued operations from the prior year presentation for additional dealerships sold or terminated subsequent to September 30, 2011.

Recent Accounting Pronouncements In May 2011, the Financial Accounting Standards Board (the FASB) issued an accounting standard update that amends the accounting standard on fair value measurements. The accounting standard update provides for a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards. The accounting standard update changes certain fair value measurement principles, clarifies the application of existing fair value measurement, and expands the fair value measurement disclosure requirements, particularly for Level 3 fair value measurements. The amendments in this accounting standard update are to be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. The adoption of this accounting standard did not have a material effect on Sonic's consolidated financial statements or disclosures.

Lease Exit Accruals Lease exit accruals relate to facilities Sonic has ceased using in its operations. The accruals represent the present value of the lease payments, net of estimated or actual sublease proceeds, for the remaining life of the operating leases and other accruals necessary to satisfy the lease commitment to the landlord.

A summary of the activity of these lease exit accruals consists of the following:

	(In thousands)
Balance, December 31, 2011	\$ 39,118
Lease exit expense (1)	3,462
Payments (2)	(6,572)
Lease buyout (3)	(1,657)
Balance, September 30, 2012	\$ 34,351

- (1) Expense of approximately \$0.3 million is recorded in interest expense, other, net, a benefit of approximately \$0.4 million is recorded in selling, general and administrative expenses and expense of approximately \$3.6 million is recorded to income (loss) from operations and the sale of dealerships in the accompanying Unaudited Condensed Consolidated Statements of Income.
- (2) Amount is recorded as reduction of rent expense in selling, general and administrative expenses, with approximately \$1.0 million in continuing operations and \$5.6 million as a reduction to income (loss) from operations and the sale of dealerships in the accompanying Unaudited Condensed Consolidated Statements of Income.
- (3) Amount represents write-off of accrual related to an early lease buyout agreement which was completed and paid, relieving Sonic of any future lease obligation.

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Income Tax Expense The overall effective tax rate from continuing operations was 40.0% and 34.6% for the third quarter and nine-month periods ended September 30, 2012, respectively, and 38.4% and 39.6% for the third quarter and nine-month periods ended September 30, 2011, respectively. The effective rate for the third quarter ended September 30, 2012 was higher than the same prior year period due to the level of overall taxable income and the shift in the distribution of taxable income between states in which Sonic operates. The effective rate for the nine-month period ended September 30, 2012 was lower than the same prior year period primarily due to a \$3.6 million tax benefit during the second quarter ended June 30, 2012 related to the settlement of a state tax examination.

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Dispositions The operating results of disposed dealerships are included in the income (loss) from discontinued operations in Sonic's Unaudited Condensed Consolidated Statements of Income. During the third quarter ended September 30, 2012, Sonic disposed of three dealerships, which generated cash from disposition of approximately \$28.3 million on the disposal of approximately \$13.6 million of net assets. During the nine-month period ended September 30, 2012, Sonic disposed of eight dealerships, which generated cash from disposition of approximately \$51.9 million on the disposal of approximately \$21.6 million of net assets. At September 30, 2012, there were no dealerships held for sale.

Revenues and other activities associated with franchises classified as discontinued operations were as follows:

(In thousands)	Third Quarter Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Income (loss) from operations	\$ (1,607)	\$ (1,646)	\$ (6,832)	\$ (4,906)
Gain (loss) on disposal	1,084	(136)	6,597	(358)
Lease exit accrual adjustments and charges	(2,316)	653	(3,594)	(220)
Pre-tax income (loss)	\$ (2,839)	\$ (1,129)	\$ (3,829)	\$ (5,484)
Total revenues	\$ 21,198	\$ 66,689	\$ 109,359	\$ 183,960

Lease exit charges recorded during the third quarter and nine-month periods ended September 30, 2012 and 2011 relate to interest charges, the revision of estimates on previously established lease exit accruals and the reversal of a lease exit accrual related to a property which was returned to operating use. The lease exit accruals represent the present value of the lease payments, net of estimated or actual sublease proceeds, for the remaining life of the operating leases and other accruals necessary to satisfy the lease commitment to the landlord.

3. Inventories

Inventories consist of the following:

(In thousands)	September 30, 2012	December 31, 2011
New vehicles	\$ 758,572	\$ 569,573
Used vehicles	150,958	178,568
Parts and accessories	52,273	54,042
Other	71,487	60,950
Inventories	\$ 1,033,290	\$ 863,133

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Property and equipment consists of the following:

(In thousands)	September 30, 2012	December 31, 2011
Land	\$ 134,407	\$ 131,865
Building and improvements	459,757	455,650
Office equipment and fixtures	111,406	92,920
Parts and service equipment	61,270	61,561
Company vehicles	8,027	8,391
Construction in progress	33,929	16,191
Total, at cost	808,796	766,578
Less accumulated depreciation	(240,867)	(214,541)
Property and equipment, net	\$ 567,929	\$ 552,037

In the third quarter and nine-month periods ended September 30, 2012, capital expenditures were approximately \$20.7 million and \$55.2 million, respectively, and were primarily related to construction of new dealerships, building improvements and equipment purchased for use in Sonic's dealerships.

5. Goodwill and Intangible Assets

(In thousands)	Franchise Agreements	Gross Goodwill	Accumulated Impairment	Net Goodwill
Balance, December 31, 2011	\$ 64,835	\$ 1,265,190	\$ (796,725)	\$ 468,465
Reductions from dispositions	(1,400)	(12,256)	2,759	(9,496)
Balance, September 30, 2012	\$ 63,435	\$ 1,252,934	\$ (793,966)	\$ 458,969

At December 31, 2011, Sonic had approximately \$11.4 million of definite life intangibles recorded related to favorable lease agreements. After the effect of amortization of the definite life intangibles, the balance recorded at September 30, 2012 was approximately \$10.3 million and was included in other intangible assets, net, in the accompanying Unaudited Condensed Consolidated Balance Sheets.

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Long-term debt consists of the following:

(In thousands)	September 30, 2012	December 31, 2011
2011 Revolving Credit Facility (1)	\$	\$
9.0% Senior Subordinated Notes due 2018 (the 9.0% Notes)	210,000	210,000
7.0% Senior Subordinated Notes due 2022 (the 7.0% Notes)	200,000	
5.0% Convertible Senior Notes due 2029, redeemable in 2014 (the 5.0% Convertible Notes) (2)		155,055
Notes payable to a finance company bearing interest from 9.52% to 10.52% (with a weighted average of 10.19%)	11,262	13,223
Mortgage notes to finance companies-fixed rate, bearing interest from 4.29% to 7.03%	124,132	116,584
Mortgage notes to finance companies-variable rate, bearing interest at 1.25 to 3.50 percentage points above one-month LIBOR	63,082	65,640
Net debt discount and premium (3)	(2,810)	(18,635)
Other	5,513	5,752
Total debt	\$ 611,179	\$ 547,619
Less current maturities	(12,289)	(11,608)
Long-term debt	\$ 598,890	\$ 536,011

- (1) The interest rate on the revolving credit facility was 2.0% above LIBOR at September 30, 2012 and 2.25% above LIBOR at December 31, 2011.
- (2) See the heading 5.0% Senior Convertible Notes below for further discussion.
- (3) September 30, 2012 includes \$1.1 million discount associated with the 9.0% Notes, \$1.7 million discount associated with the 7.0% Notes, \$0.8 million premium associated with notes payable to a finance company and and \$0.8 million discount associated with mortgage notes payable. December 31, 2011 includes \$1.2 million discount associated with the 9.0% Notes, \$17.7 million discount associated with the 5.0% Convertible Notes, \$1.2 million premium associated with notes payable to a finance company and \$0.9 million discount associated with mortgage notes payable.

2011 Credit Facilities

Sonic has a syndicated revolving credit agreement (the 2011 Revolving Credit Facility) and a syndicated floor plan credit facility (the 2011 Floor Plan Facility). The 2011 Revolving Credit Facility and 2011 Floor Plan Facility (collectively the 2011 Credit Facilities) are scheduled to mature on August 15, 2016.

Availability under the 2011 Revolving Credit Facility is calculated as the lesser of \$175.0 million or a borrowing base calculated based on certain eligible assets plus 50% of the fair market value of 5,000,000 shares of common stock of Speedway Motorsports, Inc. (SMI) that are pledged as collateral, less the aggregate face amount of any outstanding letters of credit under the 2011 Revolving Credit Facility (the 2011 Revolving Borrowing Base). The 2011 Revolving Credit Facility may be increased at Sonic s option to \$225.0 million upon satisfaction of certain conditions. A withdrawal of the pledge of SMI common stock by Sonic Financial Corporation (SFC), which holds the 5,000,000 shares of common stock of SMI, or a decline in the value of SMI common stock, could reduce the amount Sonic can borrow under the 2011 Revolving Credit Facility.

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Based on balances as of September 30, 2012, the 2011 Revolving Borrowing Base was approximately \$165.0 million and Sonic had approximately \$38.7 million in outstanding letters of credit resulting in total borrowing availability of approximately \$126.3 million under the 2011 Revolving Credit Facility.

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Sonic was in compliance with the covenants under the 2011 Credit Facilities as of September 30, 2012. Financial covenants include required specified ratios (as each is defined in the 2011 Credit Facilities) of:

	Minimum Consolidated Liquidity Ratio	Covenant Minimum Consolidated Fixed Charge Coverage Ratio	Maximum Consolidated Total Lease Adjusted Leverage Ratio
Required ratio	1.05	1.20	5.50
September 30, 2012 actual	1.21	1.66	4.01

The 2011 Credit Facilities contain events of default, including cross-defaults to other material indebtedness, change of control events and events of default customary for syndicated commercial credit facilities. Upon the future occurrence of an event of default, Sonic could be required to immediately repay all outstanding amounts under the 2011 Credit Facilities.

In addition, many of Sonic's facility leases are governed by a guarantee agreement between the landlord and Sonic that contains financial and operating covenants. The financial covenants are identical to those under the 2011 Credit Facilities with the exception of one financial covenant related to the ratio of EBTDAR to Rent (as defined in the lease agreements) with a required ratio of no less than 1.50 to 1.00. At September 30, 2012, the ratio was 3.00 to 1.00.

9.0% Senior Subordinated Notes

The 9.0% Notes are unsecured senior subordinated obligations of Sonic that mature on March 15, 2018 and are guaranteed by Sonic's domestic operating subsidiaries. Interest is payable semi-annually on March 15 and September 15 each year. Sonic may redeem the 9.0% Notes in whole or in part at any time after March 15, 2014 at the following redemption prices, which are expressed as percentages of the principal amount:

	Redemption Price
Beginning on March 15, 2014	104.50%
Beginning on March 15, 2015	102.25%
Beginning on March 15, 2016 and thereafter	100.00%

In addition, on or before March 15, 2013, Sonic may redeem up to 35% of the aggregate principal amount of the 9.0% Notes at par value plus accrued interest with proceeds from certain equity offerings. The Indenture also provides that holders of 9.0% Notes may require Sonic to repurchase the 9.0% Notes at 101% of the par value of the 9.0% Notes, plus accrued interest if Sonic undergoes a change of control as defined in the Indenture.

The Indenture governing the 9.0% Notes contains certain specified restrictive covenants. Sonic has agreed not to pledge any assets to any third party lender of senior subordinated debt except under certain limited circumstances. Sonic also has agreed to certain other limitations or prohibitions concerning the incurrence of other indebtedness, capital stock, guarantees, asset sales, investments, cash dividends to stockholders, distributions and redemptions. Specifically, the indenture governing Sonic's 9.0% Notes limits Sonic's ability to pay quarterly cash dividends on Sonic's Class A and B common stock in excess of \$0.10 per share. Sonic may only pay quarterly cash dividends on Sonic's Class A and B common stock if Sonic complies with the terms of the indenture governing the 9.0% Notes. Sonic was in compliance with all restrictive covenants as of September 30, 2012.

7.0% Senior Subordinated Notes

On July 2, 2012, Sonic issued \$200.0 million in aggregate principal amount of 7.0% Senior Subordinated Notes which mature on July 15, 2022 (the 7.0% Notes). The 7.0% Notes were issued at a price of 99.11% of the principal amount thereof (the Issue Price), resulting in a yield to maturity of 7.125%. Sonic used the net proceeds from the issuance of the

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7.0% Notes and issued 4,074,905 shares of its Class A common stock to repurchase all of its outstanding 5.0% Convertible Notes pursuant to an exchange offer (see the heading "5.0% Convertible Senior Notes" below for further discussion). Remaining proceeds from the issuance of the 7.0% Notes will be used for general corporate purposes, including repurchases of shares of Sonic's Class A common stock. The 7.0% Notes are unsecured senior subordinated obligations of Sonic and are guaranteed by Sonic's domestic operating subsidiaries. Interest is payable semi-annually in arrears on January 15 and July 15 of each year, beginning on January 15, 2013.

Sonic may redeem the 7.0% Notes in whole or in part at any time after July 15, 2017 at the following redemption prices, which are expressed as percentages of the principal amount:

	Redemption Price
Beginning on July 15, 2017	103.500%
Beginning on July 15, 2018	102.333%
Beginning on July 15, 2019	101.167%
Beginning on July 15, 2020 and thereafter	100.000%

In addition, on or before July 15, 2015, Sonic may redeem up to 35% of the aggregate principal amount of the 7.0% Notes at 107% of the par value of the 7.0% Notes plus accrued and unpaid interest with proceeds from certain equity offerings. The indenture also provides that holders of the 7.0% Notes may require Sonic to repurchase the 7.0% Notes at 101% of the par value of the 7.0% Notes, plus accrued and unpaid interest, if Sonic undergoes a change of control as defined in the indenture.

The indenture governing the 7.0% Notes contains certain specified restrictive covenants. Sonic has agreed not to pledge any assets to any third party lender of senior subordinated debt except under certain limited circumstances. Sonic also has agreed to certain other limitations or prohibitions concerning the incurrence of other indebtedness, guarantees, liens, certain types of investments, certain transactions with affiliates, mergers, consolidations, issuance of preferred stock, cash dividends to stockholders, distributions, redemptions and the sale, assignment, lease, conveyance or disposal of certain assets. Specifically, the indenture governing Sonic's 7.0% Notes limits Sonic's ability to pay quarterly cash dividends on Sonic's Class A and B common stock in excess of \$0.10 per share. Sonic may only pay quarterly cash dividends on Sonic's Class A and B common stock if Sonic complies with the terms of the indenture governing the 7.0% Notes.

Balances outstanding under Sonic's 7.0% Notes are guaranteed by all of Sonic's operating domestic subsidiaries. These guarantees are full and unconditional and joint and several. The parent company has no independent assets or operations. The non-domestic and non-operating subsidiaries that are not guarantors are considered to be minor.

Sonic's obligations under the 7.0% Notes may be accelerated by the holders of 25% of the outstanding principal amount of the 7.0% Notes then outstanding if certain events of default occur, including: (1) defaults in the payment of principal or interest when due; (2) defaults in the performance, or breach, of Sonic's covenants under the 7.0% Notes; and (3) certain defaults under other agreements under which Sonic or its subsidiaries have outstanding indebtedness in excess of \$35.0 million.

5.0% Convertible Senior Notes

During the third quarter ended September 30, 2012, Sonic repurchased all of its outstanding 5.0% Convertible Notes through an offer to exchange newly issued shares of Class A common stock and cash from the issuance of the 7.0% Notes. On July 27, 2012, Sonic finalized an offer to exchange newly issued shares of Class A common stock and cash for all of its outstanding 5.0% Convertible Notes as described in Sonic's Registration Statement on Form S-4 (Reg. No. 333-182307). The final offer consideration per \$1,000 principal amount of the 5.0% Convertible Notes was \$1,503.11, and was paid by (i) a fixed cash payment of \$1,000 plus (ii) 30,2070 shares of Sonic's Class A common stock, which was the number of shares determined by a volume weighted average pricing (VWAP) formula described in Sonic's Registration Statement on Form S-4 (Reg. No. 333-182307). In addition, holders received, in respect of their 5.0% Convertible Notes that were accepted for exchange, accrued and unpaid interest on such notes up to, but excluding, the settlement date of the offer. Cash was paid in lieu of fractional shares based on the VWAP. In total, Sonic paid approximately \$137.1 million in cash (including accrued and unpaid interest on the 5.0% Convertible Notes

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and cash paid in lieu of fractional shares) and issued 4,074,905 shares of Class A common stock as consideration for the extinguishment of all of its outstanding 5.0% Convertible Notes. Refer to the accompanying Unaudited Condensed Consolidated Statement of Stockholders' Equity for the impact of this stock issuance on total equity.

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In addition to the issuance of Class A common stock discussed above, during the third quarter and nine-month periods ended September 30, 2012, Sonic incurred costs of approximately \$18.5 million and \$21.1 million, respectively, related to the repurchases of the 5.0% Convertible Notes. Approximately \$1.2 million of the charge in the third quarter and nine-month periods ended September 30, 2012 is recorded in interest, expense, other, net, related to the incremental interest incurred while both the 5.0% Convertible Notes and the 7.0% Notes were outstanding, and the remainder is related to the loss on extinguishment and is recorded in other income (expense), net, in the accompanying Unaudited Condensed Consolidated Statements of Income.

Sonic incurred interest expense related to the 5.0% Convertible Notes of approximately \$0.5 million and \$4.2 million for the third quarter and nine-month periods ended September 30, 2012, respectively, and approximately \$2.1 million and \$6.4 million for the third quarter and nine-month periods ended September 30, 2011, respectively, recorded to interest expense, other, net, in the accompanying Unaudited Condensed Consolidated Statements of Income. In addition, Sonic recorded interest expense associated with the amortization of debt discount and deferred loan costs on the 5.0% Convertible Notes of approximately \$0.5 million and \$3.5 million for the third quarter and nine-month periods ended September 30, 2012, respectively, and approximately \$1.7 million and \$5.2 million for the third quarter and nine-month periods ended September 30, 2011, respectively, recorded to interest expense, other, net, in the accompanying Unaudited Condensed Consolidated Statements of Income.

Mortgage Notes

Sonic has mortgage financing totaling approximately \$187.2 million in aggregate, related to 20 of its dealership properties. These mortgage notes require monthly payments of principal and interest through maturity and are secured by the underlying properties. Maturity dates range between June 2013 and March 2031. The weighted average interest rate was 4.66% at September 30, 2012.

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Sonic has interest rate cash flow swap agreements to effectively convert a portion of its LIBOR-based variable rate debt to a fixed rate. The fair value of these swap positions at September 30, 2012 was a liability of approximately \$37.3 million, with \$12.3 million included in other accrued liabilities and \$25.0 million included in other long-term liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets. Under the terms of these cash flow swaps, Sonic will receive and pay interest based on the following:

Notional Amount (In millions)	Pay Rate	Receive Rate (1)	Maturing Date
\$ 3.2	7.100%	one-month LIBOR + 1.50%	July 10, 2017
\$ 25.0 (2)	4.885%	one-month LIBOR	October 1, 2012
\$ 10.1	4.655%	one-month LIBOR	December 10, 2017
\$ 8.2 (2)	6.860%	one-month LIBOR + 1.25%	August 1, 2017
\$ 6.2	4.330%	one-month LIBOR	July 1, 2013
\$ 100.0	3.280%	one-month LIBOR	July 1, 2015
\$ 100.0	3.300%	one-month LIBOR	July 1, 2015
\$ 6.9 (2)	6.410%	one-month LIBOR + 1.25%	September 12, 2017
\$ 50.0	2.767%	one-month LIBOR	July 1, 2014
\$ 50.0	3.240%	one-month LIBOR	July 1, 2015
\$ 50.0	2.610%	one-month LIBOR	July 1, 2014
\$ 50.0	3.070%	one-month LIBOR	July 1, 2015
\$ 100.0 (3)	2.065%	one-month LIBOR	June 30, 2017
\$ 100.0 (3)	2.015%	one-month LIBOR	June 30, 2017

(1) The one-month LIBOR rate was 0.214% at September 30, 2012.

(2) Changes in fair value are recorded through earnings.

(3) The effective date of these forward-starting swaps is July 1, 2015.

During the nine-month period ended September 30, 2012, Sonic entered into two \$100.0 million notional forward-starting interest rate cash flow swap agreements that become effective in July 2015 and terminate in June 2017. These interest rate swaps have been designated and qualify as cash flow hedges and, as a result, changes in the fair value of these swaps are recorded in other comprehensive income (loss), net of related income taxes, in the accompanying Unaudited Condensed Consolidated Statements of Comprehensive Income.

For the cash flow swaps not designated as hedges (changes in the fair value are recognized through earnings) and amortization of amounts in accumulated other comprehensive income (loss) related to terminated cash flow swaps, certain benefits and charges were included in interest expense, other, net, in the accompanying Unaudited Condensed Consolidated Statements of Income.

For the cash flow swaps that qualify as cash flow hedges, the changes in the fair value of these swaps have been recorded in other comprehensive income (loss), net of related income taxes, in the accompanying Unaudited Condensed Consolidated Statements of Comprehensive Income. The incremental interest expense (the difference between interest paid and interest received) related to these cash flow swaps was approximately \$3.4 million and \$10.3 million for the third quarter and nine-month periods ended September 30, 2012, respectively, and \$4.5 million and \$13.3 million for the third quarter and nine-month periods ended September 30, 2011, respectively, and is included in interest expense, other, net, in the accompanying Unaudited Condensed Consolidated Statements of Income. The estimated net expense expected to be reclassified out of accumulated other comprehensive income (loss) into results of operations during the next twelve months is approximately \$7.6 million.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****7. Per Share Data and Stockholders' Equity**

The calculation of diluted earnings per share considers the potential dilutive effect of options and shares under Sonic's stock compensation plans, Class A common stock purchase warrants and the 5.0% Convertible Notes. Sonic's non-vested restricted stock and restricted stock units contain rights to receive non-forfeitable dividends, and thus, are considered participating securities and are included in the two-class method of computing earnings per share. The following table illustrates the dilutive effect of such items on earnings per share for the third quarter and nine-month periods ended September 30, 2012 and 2011:

	Weighted Average Shares	Third Quarter Ended September 30, 2012					
		Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Per Share		Per Share		Per Share	
		Amount	Amount	Amount	Amount	Amount	Amount
Earnings (loss) and shares	55,069	\$ 11,840	\$ 0.21	\$ (1,798)	\$ (0.03)	\$ 10,042	\$ 0.18
Effect of participating securities:							
Non-vested restricted stock and stock units		(175)				(175)	
Basic earnings (loss) and shares	55,069	\$ 11,665	\$ 0.21	\$ (1,798)	\$ (0.03)	\$ 9,867	\$ 0.18
Effect of dilutive securities:							
Contingently convertible debt (5.0% Convertible Notes)	3,534	618		2		620	
Stock compensation plans	408						
Diluted earnings (loss) and shares	59,011	\$ 12,283	\$ 0.21	\$ (1,796)	\$ (0.03)	\$ 10,487	\$ 0.18
	Weighted Average Shares	Third Quarter Ended September 30, 2011					
		Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Per Share		Per Share		Per Share	
		Amount	Amount	Amount	Amount	Amount	Amount

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	Weighted Average Shares	Nine Months Ended September 30, 2012					
		Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Amount	Per Share	Amount	Per Share	Amount	Per Share
			Amount		Amount		Amount
(In thousands, except per share amounts)							
Earnings (loss) and shares	53,302	\$ 61,538		\$ (2,819)		\$ 58,719	
Effect of participating securities:							
Non-vested restricted stock and stock units		(934)				(934)	
Basic earnings (loss) and shares	53,302	\$ 60,604	\$ 1.14	\$ (2,819)	\$ (0.06)	\$ 57,785	\$ 1.08
Effect of dilutive securities:							
Contingently convertible debt (5.0% Convertible Notes)	8,563	4,638		43		4,681	
Stock compensation plans	435						
Diluted earnings (loss) and shares	62,300	\$ 65,242	\$ 1.05	\$ (2,776)	\$ (0.05)	\$ 62,466	\$ 1.00

	Weighted Average Shares	Nine Months Ended September 30, 2011					
		Income (Loss) From Continuing Operations		Income (Loss) From Discontinued Operations		Net Income (Loss)	
		Amount	Per Share	Amount	Per Share	Amount	Per Share
			Amount		Amount		Amount
(In thousands, except per share amounts)							
Earnings (loss) and shares	52,414	\$ 59,083		\$ (3,367)		\$ 55,716	
Effect of participating securities:							
Non-vested restricted stock and stock units		(773)				(773)	
Basic earnings (loss) and shares	52,414	\$ 58,310	\$ 1.11	\$ (3,367)	\$ (0.06)	\$ 54,943	\$ 1.05
Effect of dilutive securities:							
Contingently convertible debt (5.0% Convertible Notes)	12,789	6,851		119		6,970	
Stock compensation plans	597						
Diluted earnings (loss) and shares	65,800	\$ 65,161	\$ 0.99	\$ (3,248)	\$ (0.05)	\$ 61,913	\$ 0.94

In addition to the stock options included in the table above, options to purchase approximately 1.3 million shares and 2.1 million shares of Class A common stock were outstanding at September 30, 2012 and September 30, 2011, respectively, but were not included in the computation of diluted earnings per share because the options were not dilutive.

8. Contingencies***Legal and Other Proceedings***

Several private civil actions have been filed against Sonic Automotive, Inc. and several of its dealership subsidiaries that purport to represent classes of customers as potential plaintiffs and make allegations that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. One of these private civil actions was filed on November 15, 2004 in South Carolina state court, York

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County Court of Common Pleas, against Sonic Automotive, Inc. and some of Sonic's South Carolina subsidiaries. The plaintiffs in that lawsuit were Misty J. Owens, James B. Wright, Vincent J. Astey and Joseph Lee Williams, on behalf of themselves and all other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The group of plaintiffs' attorneys representing the plaintiffs in the South Carolina lawsuit also filed another private civil class action lawsuit against Sonic Automotive, Inc. and certain of its subsidiaries on February 14, 2005 in state court in North Carolina, Lincoln County Superior Court, which similarly sought certification of a multi-state class of plaintiffs and alleged that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. The plaintiffs in this North Carolina lawsuit were Robert Price, Carolyn Price, Marcus Cappelletti and Kelly Cappelletti, on behalf of themselves and all

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

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other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The South Carolina state court action and the North Carolina state court action were subsequently consolidated into a single proceeding in private arbitration before the American Arbitration Association (the Arbitrator). On November 12, 2008, claimants in the consolidated arbitration filed a Motion for Class Certification as a national class action including all of the states in which Sonic operates dealerships except Florida. Claimants are seeking monetary damages and injunctive relief on behalf of this class of customers. The parties have briefed and argued the issue of class certification.

On July 19, 2010, the Arbitrator issued a Partial Final Award on Class Certification, certifying a class which includes all customers who, on or after November 15, 2000, purchased or leased from a Sonic dealership a vehicle with the Etch product as part of the transaction, but not including customers who purchased or leased such vehicles from a Sonic dealership in Florida. The Partial Final Award on Class Certification is not a final decision on the merits of the action. The merits of Claimants' assertions and potential damages would still have to be proven through the remainder of the arbitration. The Arbitrator stayed the Arbitration for thirty days to allow either party to petition a court of competent jurisdiction to confirm or vacate the award. On July 22, 2010, the plaintiffs in this consolidated arbitration filed a Motion to Confirm the Arbitrator's Partial Final Award on Class Certification in state court in North Carolina, Lincoln County Superior Court. On August 17, 2010, Sonic removed this North Carolina state court action to federal court, and simultaneously filed a Petition to Vacate the Arbitrator's Partial Final Award on Class Certification, with both filings made in the United States District Court for the Western District of North Carolina.

On August 12, 2011, the United States District Court for the Western District of North Carolina issued an Order granting Sonic's Petition to Vacate Arbitration Award on Class Certification and denied Claimant's Motion to Dismiss the same. Claimants filed a Notice of Appeal to the United States Fourth Circuit Court of Appeals on September 12, 2011. The federal court's stay of the arbitration proceeding remains in force. At a mediation held January 16, 2012, Sonic reached an agreement with the Claimants to settle this ongoing dispute in its entirety. Sonic and the Claimants subsequently entered into a definitive settlement agreement, the terms of which received preliminary approval by a North Carolina state court in May 2012. The North Carolina state court granted its Final Approval on August 23, 2012 and the settlement became effective on October 2, 2012. The settlement will not have a material adverse effect on Sonic's future results of operations, financial condition and cash flows.

Sonic is involved, and expects to continue to be involved, in numerous legal and administrative proceedings arising out of the conduct of its business, including regulatory investigations and private civil actions brought by plaintiffs purporting to represent a potential class or for which a class has been certified. Although Sonic vigorously defends itself in all legal and administrative proceedings, the outcomes of pending and future proceedings arising out of the conduct of Sonic's business, including litigation with customers, employment related lawsuits, contractual disputes, class actions, purported class actions and actions brought by governmental authorities, cannot be predicted with certainty. An unfavorable resolution of one or more of these matters could have a material adverse effect on Sonic's business, financial condition, results of operations, cash flows or prospects. Included in other accrued liabilities at both September 30, 2012 and December 31, 2011 was approximately \$7.3 million in reserves that Sonic has provided for pending proceedings. Except as reflected in such reserves, Sonic is currently unable to estimate a range of reasonably possible loss, or a range of reasonably possible loss in excess of the amount accrued, for pending proceedings.

Guarantees and Indemnification Obligations

In accordance with the terms of Sonic's operating lease agreements, Sonic's dealership subsidiaries, acting as lessees, generally agree to indemnify the lessor from certain exposure arising as a result of the use of the leased premises, including environmental exposure and repairs to leased property upon termination of the lease. In addition, Sonic has generally agreed to indemnify the lessor in the event of a breach of the lease by the lessee.

In connection with dealership dispositions, certain of Sonic's dealership subsidiaries have assigned or sublet to the buyer its interests in real property leases associated with such dealerships. In general, the subsidiaries retain responsibility for the performance of certain obligations under such leases, including rent payments, and repairs to leased property upon termination of the lease, to the extent that the assignee or sub-lessee does not perform. In the event the sub-lessees do not perform under their obligations Sonic remains liable for the lease payments. The total amount relating to this risk was approximately \$106.0 million as of December 31, 2011.

In accordance with the terms of agreements entered into for the sale of Sonic's franchises, Sonic generally agrees to indemnify the buyer from certain exposure and costs arising subsequent to the date of sale, including environmental exposure and exposure resulting from the breach of

representations or warranties made in accordance with the agreement. While

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Sonic's exposure with respect to environmental remediation and repairs is difficult to quantify, Sonic's maximum exposure associated with these general indemnifications was approximately \$15.9 million and \$3.1 million at September 30, 2012 and December 31, 2011, respectively. These indemnifications expire within a period of 12 to 24 months following the date of sale. The estimated fair value of these indemnifications was not material and the amount recorded for this contingency was not significant at September 30, 2012. Sonic also guarantees the floor plan commitments of its 50% owned joint venture, the amount of which was \$4.5 million at both September 30, 2012 and December 31, 2011.

9. Fair Value Measurements

In determining fair value, Sonic uses various valuation approaches including market, income and/or cost approaches. Fair Value Measurements and Disclosures in the Accounting Standards Codification (the ASC) establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of Sonic. Unobservable inputs are inputs that reflect Sonic's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities that Sonic has the ability to access. Assets utilizing Level 1 inputs include marketable securities that are actively traded.

Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Assets and liabilities utilizing Level 2 inputs include cash flow swap instruments.

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement. Asset and liability measurements utilizing Level 3 inputs include those used in estimating fair value of non-financial assets and non-financial liabilities in purchase acquisitions, those used in assessing impairment of property, plant and equipment and other intangibles and those used in the reporting unit valuation in the annual goodwill impairment evaluation.

The availability of observable inputs can vary and is affected by a wide variety of factors. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment required by Sonic in determining fair value is greatest for assets and liabilities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input (Level 3 being the lowest level) that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, Sonic's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. Sonic uses inputs that are current as of the measurement date, including during periods when the market may be abnormally high or abnormally low. Accordingly, fair value measurements can be volatile based on various factors that may or may not be within Sonic's control.

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Assets or liabilities recorded at fair value in the accompanying Unaudited Condensed Consolidated Balance Sheets as of September 30, 2012 are as follows:

(In millions)	Total	Fair Value at September 30, 2012		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash flow swaps designated as hedges (1)	\$ 34.3	\$	\$ 34.3	\$
Cash flow swaps not designated as hedges (2)	3.0		3.0	
Deferred compensation plan (3)	14.0		14.0	
Total	\$ 51.3	\$	\$ 51.3	\$

- (1) Approximately \$11.6 million and \$22.7 million were included in other accrued liabilities and other long-term liabilities, respectively, in the accompanying Unaudited Condensed Consolidated Balance Sheets.
- (2) Approximately \$0.7 million and \$2.3 million are included in other accrued liabilities and other long-term liabilities, respectively, in the accompanying Unaudited Condensed Consolidated Balance Sheets.
- (3) Included in other long-term liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets.

Assets or liabilities measured at fair value on a non-recurring basis in the accompanying Unaudited Condensed Consolidated Balance Sheets as of September 30, 2012 are as follows:

(In millions)	Balance as of September 30, 2012	Significant Unobservable Inputs (Level 3) as of September 30, 2012	Total Gains / (Losses) for the Nine Months Ended September 30, 2012
Long-lived assets held and used	\$ 567.9	\$ 567.9	\$
Goodwill	459.0	459.0	
Franchise assets	63.4	63.4	

As of September 30, 2012 and December 31, 2011, the fair values of Sonic's financial instruments including receivables, notes receivable from finance contracts, notes payable floor plan, trade accounts payable, borrowings under the revolving credit facilities and certain mortgage notes approximate their carrying values due either to length of maturity or existence of variable interest rates that approximate prevailing market rates.

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The fair value and carrying value of Sonic's fixed rate long-term debt was as follows:

(In thousands)	September 30, 2012		December 31, 2011	
	Fair Value	Carrying Value	Fair Value	Carrying Value
9.0% Notes (1)	\$ 230,475	\$ 208,883	\$ 221,025	\$ 208,769
7.0% Notes (1)	\$ 214,500	\$ 198,251	\$	\$
5.0% Convertible Notes (1)	\$	\$	\$ 205,448	\$ 137,333
Mortgage Notes (2)	\$ 127,628	\$ 124,132	\$ 119,310	\$ 116,584
Assumed Notes (2)	\$ 11,286	\$ 12,095	\$ 13,260	\$ 14,438
Other (2)	\$ 5,018	\$ 5,396	\$ 5,150	\$ 5,555

(1) As determined by market quotations as of September 30, 2012 and December 31, 2011, respectively (Level 1).

(2) As determined by discounted cash flows (Level 3).

10. Subsequent Events

Subsequent to September 30, 2012, Sonic disposed of two dealerships, which generated cash from disposition of approximately \$21.0 million. The results of operations for these subsequently disposed dealerships are included in continuing operations for the third quarter and nine-month periods ended September 30, 2012 and 2011 in the Unaudited Condensed Consolidated Statements of Income.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
OPERATIONS**

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

The following discussion and analysis of the results of operations and financial condition should be read in conjunction with the Sonic Automotive, Inc. and Subsidiaries Unaudited Condensed Consolidated Financial Statements and the related notes thereto appearing elsewhere in this report, as well as the audited financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in our Annual Report on Form 10-K for the year ended December 31, 2011 and updated in our Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012.

Overview

We are one of the largest automotive retailers in the United States. As of September 30, 2012, we operated 113 dealerships in 15 states (representing 25 different brands of cars and light trucks) and 23 collision repair centers. For management and operational reporting purposes, we group certain dealerships together that share management and inventory (principally used vehicles) into stores. As of September 30, 2012, we operated 103 stores. Our dealerships provide comprehensive services including (1) sales of both new and used cars and light trucks; (2) sales of replacement parts, performance of vehicle maintenance, manufacturer warranty repairs, paint and collision repair services (collectively, Fixed Operations); and (3) arrangement of extended service contracts, financing, insurance and other aftermarket products (collectively, F&I) for our customers.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a detail of our new vehicle revenues by brand for the third quarter and nine-month periods ended September 30, 2012 and 2011:

Brand	Percentage of New Vehicle Revenue (1)			
	Third Quarter Ended September 30, 2012	Third Quarter Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Luxury				
BMW	18.0%	19.7%	17.4%	18.6%
Mercedes	7.7%	8.1%	8.2%	8.2%
Cadillac	5.2%	5.5%	4.7%	5.2%
Lexus	5.0%	4.5%	4.8%	4.4%
Audi	3.9%	4.2%	3.9%	3.6%
Mini	2.5%	2.4%	2.7%	3.1%
Land Rover	2.3%	2.1%	2.2%	2.1%
Porsche	1.7%	1.7%	1.7%	1.7%
Volvo	1.2%	1.1%	1.1%	1.2%
Infiniti	1.2%	1.2%	1.1%	1.2%
Acura	0.9%	0.8%	0.9%	0.9%
Jaguar	0.6%	0.9%	0.7%	0.9%
Other Luxury (2)	0.0%	0.1%	0.0%	0.0%
Total Luxury	50.2%	52.3%	49.4%	51.1%
Mid-line Import				
Honda	15.6%	11.6%	15.9%	13.4%
Toyota	12.2%	10.2%	11.7%	10.1%
Volkswagen	3.2%	3.1%	3.2%	3.0%
Hyundai	2.2%	2.6%	2.3%	2.5%
Other (3)	2.0%	1.6%	1.9%	1.6%
Nissan	1.0%	1.3%	0.9%	1.3%
Total Mid-line Import	36.2%	30.4%	35.9%	31.9%
Domestic				
Ford	7.5%	9.5%	7.7%	9.2%
General Motors (4)	6.1%	7.8%	7.0%	7.8%
Total Domestic	13.6%	17.3%	14.7%	17.0%
Total	100.0%	100.0%	100.0%	100.0%

- (1) In accordance with the provisions of Presentation of Financial Statements in the Accounting Standards Codification (the ASC), prior period income statement data reflects reclassifications to (i) exclude franchises sold, identified for sale, or terminated subsequent to September 30, 2011 that had not been previously included in discontinued operations or (ii) include franchises previously held for sale that subsequently were reclassified to held and used. See Note 1 and Note 2 to our accompanying Unaudited Condensed Consolidated Financial Statements for a discussion of these and other factors that affect the comparability of the information for the periods presented.
- (2) Includes Smart and Saab.

- (3) Includes Kia, Scion and Subaru.
- (4) Includes Buick, Chevrolet and GMC.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

The following discussions are based on reported figures. Same store amounts do not vary significantly from reported totals since we have not made any significant dealership acquisitions since March 31, 2008.

New Vehicles

The automobile retail industry uses the Seasonally Adjusted Annual Rate (SAAR) to measure the amount of new vehicle unit sales activity within the United States market. The SAAR averages below reflect a blended average of all brands marketed or sold in the United States market. The SAAR includes brands we do not sell and markets in which we do not operate.

(in millions of vehicles)	Third Quarter Ended September 30,			Nine Months Ended September 30,		
	2012	2011	% Change	2012	2011	% Change
SAAR	14.5	12.6	15.1%	14.3	12.6	13.5%

Source: Bloomberg Financial Markets, via Stephens Inc.

Our reported new vehicle (including fleet) results are as follows:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 1,209,366	\$ 1,027,169	\$ 182,197	17.7%
Gross profit	\$ 67,991	\$ 67,139	\$ 852	1.3%
Unit sales	35,062	28,986	6,076	21.0%
Revenue per unit	\$ 34,492	\$ 35,437	\$ (945)	(2.7%)
Gross profit per unit	\$ 1,939	\$ 2,316	\$ (377)	(16.3%)
Gross profit as a % of revenue	5.6%	6.5%	(90)	bps

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 3,452,462	\$ 2,990,357	\$ 462,105	15.5%
Gross profit	\$ 202,919	\$ 192,986	\$ 9,933	5.1%
Unit sales	100,865	87,180	13,685	15.7%
Revenue per unit	\$ 34,229	\$ 34,301	\$ (72)	(0.2%)
Gross profit per unit	\$ 2,012	\$ 2,214	\$ (202)	(9.1%)
Gross profit as a % of revenue	5.9%	6.5%	(60)	bps

The increase in new vehicle revenues during the third quarter and nine-month periods ended September 30, 2012 was primarily driven by an increase of 21.0% and 15.7%, respectively, in our new unit sales volume compared to the comparable prior year periods. The industry new unit sales volume increased 15.1% and 13.5% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Excluding fleet volume, our retail new vehicle volume growth increased 25.2% and 19.5% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods.

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Our overall new unit volume increase during the third quarter and nine-month periods ended September 30, 2012 was led by our Honda, Toyota and Lexus dealerships, which combined accounted for 85.4% and 77.9%, respectively, of the year-over-year increase. Gross profit per new unit decreased 16.3% and 9.1% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. These decreases were primarily due to declines in gross profit per new unit at our Honda, Toyota and Lexus dealerships, which experienced high gross profit per unit during the third quarter and nine-month periods ended September 30, 2011 due to lack of available inventory as a result

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of the natural disasters in Asia in 2011. As new vehicle inventory in these brands returned to normal levels in early 2012, gross profit per unit also returned to normal levels, resulting in the decrease in gross profit per new unit during the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods. However, total gross profit dollars were up 1.3% and 5.1% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, as a result of increased new unit sales volume. This incremental new unit sales volume contributed to additional F&I gross profit for the third quarter and nine-month periods ended September 30, 2012, discussed under the heading Finance, Insurance and Other (F&I) below.

Our luxury dealerships (which include Cadillac) experienced a 13.1% and 11.6% increase in new vehicle revenue during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to a 13.4% and 10.1% increase in our new unit volume during the third quarter and nine-month periods ended September 30, 2012, respectively. The increase in new unit sales volume was primarily driven by our BMW/MINI, Lexus and Mercedes dealerships, all of which outperformed their local market peer group for their respective brand compared to the third quarter ended September 30, 2011. Luxury gross profit per new unit decreased 7.4% and 3.0% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. However, total luxury gross profit dollars were up 5.0% and 6.8% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, as a result of increased new unit sales volume.

Our mid-line import dealerships experienced a 40.0% and 29.8% increase in new vehicle revenue during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Our mid-line import new unit volume increased 43.6% and 29.3% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. New vehicle inventory availability for our major Japanese brands (Honda, Toyota and Lexus) has recovered from the effects of inventory supply reductions caused by the impact of the earthquake, tsunami and severe flooding that occurred in Asia during 2011, which was a primary contributor to the sales volume increases in 2012 discussed above. Mid-line import gross profit per new unit decreased 30.2% and 17.0% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. However, total mid-line import new vehicle gross profit was flat for the third quarter ended September 30, 2012 and increased 7.4% during the nine-month period ended September 30, 2012, compared to the comparable prior year periods, as a result of increased new unit sales volume. Our Honda, Toyota and Kia dealerships outperformed their local market peer group for their respective brand compared to the third quarter ended September 30, 2011.

Including fleet sales, our domestic dealerships experienced a 7.5% decrease in new vehicle revenue during the third quarter ended September 30, 2012 and relatively flat new vehicle revenue for the nine-month period ended September 30, 2012, compared to the comparable prior year periods. New unit sales volume at our General Motors (excluding Cadillac) dealerships decreased 6.1% and increased 2.8% during the third quarter and nine-month periods ended September 30, 2012, respectively, while our Ford dealerships experienced a 17.5% and 11.2% decline in new unit sales volume during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Despite an increase in domestic gross profit per new unit of 2.7% and 4.5% during the third quarter and nine-month periods ended September 30, 2012, respectively, overall domestic new vehicle gross profit decreased 10.3% and 0.8% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, as a result of the decline in new unit sales volume and lost market share compared to their local market peer group for their respective brand. Excluding fleet sales, our Ford dealerships experienced a 12.2% increase in new vehicle revenue, a 5.5% increase in new vehicle gross profit and a 7.1% increase in new unit sales volume during the third quarter ended September 30, 2012, compared to the comparable prior year period. Excluding fleet sales, during the nine-month period ended September 30, 2012, our Ford dealerships experienced a 16.5% increase in new vehicle revenue, an 8.0% increase in new vehicle gross profit and a 13.7% increase in new unit sales volume compared to the comparable prior year period.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Used Vehicles

Our reported used vehicle results are as follows:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 534,028	\$ 509,751	\$ 24,277	4.8%
Gross profit	\$ 36,101	\$ 33,694	\$ 2,407	7.1%
Unit sales	27,018	25,334	1,684	6.6%
Revenue per unit	\$ 19,766	\$ 20,121	\$ (355)	(1.8%)
Gross profit per unit	\$ 1,336	\$ 1,330	\$ 6	0.5%
Gross profit as a % of revenue	6.8%	6.6%	20	bps

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 1,581,682	\$ 1,489,098	\$ 92,584	6.2%
Gross profit	\$ 112,043	\$ 108,480	\$ 3,563	3.3%
Unit sales	79,732	75,381	4,351	5.8%
Revenue per unit	\$ 19,837	\$ 19,754	\$ 83	0.4%
Gross profit per unit	\$ 1,405	\$ 1,439	\$ (34)	(2.4%)
Gross profit as a % of revenue	7.1%	7.3%	(20)	bps

During the third quarter and nine-month periods ended September 30, 2012, our used vehicle unit volume increased 6.6% and 5.8%, respectively, compared to the comparable prior year periods, primarily due to the continued implementation of our standardized used vehicle merchandising process. We believe this process allows us to purchase and price our used vehicles more competitively and market them more effectively than our competition, resulting in higher unit sales volume, overall revenue and overall gross profit levels (including the incremental unit sales volume contributing to higher gross profit levels in our F&I and Fixed Operations areas).

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Wholesale Vehicles

Our reported wholesale results are as follows:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 53,088	\$ 47,137	\$ 5,951	12.6%
Gross profit (loss)	\$ (3,444)	\$ (2,195)	\$ (1,249)	(56.9%)
Unit sales	9,074	7,039	2,035	28.9%
Revenue per unit	\$ 5,851	\$ 6,697	\$ (846)	(12.6%)
Gross profit (loss) per unit	\$ (380)	\$ (312)	\$ (68)	(21.8%)
Gross profit (loss) as a % of revenue	(6.5%)	(4.7%)	(180)	bps

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
	(In thousands, except units and per unit data)			
Revenue	\$ 140,670	\$ 122,261	\$ 18,409	15.1%
Gross profit (loss)	\$ (4,493)	\$ (4,375)	\$ (118)	(2.7%)
Unit sales	24,116	18,633	5,483	29.4%
Revenue per unit	\$ 5,833	\$ 6,562	\$ (729)	(11.1%)
Gross profit (loss) per unit	\$ (186)	\$ (235)	\$ 49	20.9%
Gross profit (loss) as a % of revenue	(3.2%)	(3.6%)	40	bps

During the third quarter and nine-month periods ended September 30, 2012, we experienced increases in wholesale revenue and wholesale unit sales, compared to the comparable prior year periods. The resulting higher wholesale gross loss for the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods, is primarily due to higher wholesale volume levels resulting from higher overall retail activity.

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Parts, Service and Collision Repair (Fixed Operations)

Our reported Fixed Operations results are as follows:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands)				
Revenue				
Parts	\$ 154,338	\$ 153,174	\$ 1,164	0.8%
Service	123,223	121,153	2,070	1.7%
Collision repair	13,336	12,778	558	4.4%
Total	\$ 290,897	\$ 287,105	\$ 3,792	1.3%
Gross profit				
Parts	\$ 49,758	\$ 49,811	\$ (53)	(0.1%)
Service	85,107	83,152	1,955	2.4%
Collision repair	7,279	6,809	470	6.9%
Total	\$ 142,144	\$ 139,772	\$ 2,372	1.7%
Gross profit as a % of revenue				
Parts	32.2%	32.5%	(30)	bps
Service	69.1%	68.6%	50	bps
Collision repair	54.6%	53.3%	130	bps
Total	48.9%	48.7%	20	bps

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands)				
Revenue				
Parts	\$ 469,291	\$ 454,105	\$ 15,186	3.3%
Service	377,350	366,426	10,924	3.0%
Collision repair	38,771	37,010	1,761	4.8%
Total	\$ 885,412	\$ 857,541	\$ 27,871	3.3%
Gross profit				
Parts	\$ 150,529	\$ 149,033	\$ 1,496	1.0%
Service	260,862	252,380	8,482	3.4%
Collision repair	21,309	19,865	1,444	7.3%
Total	\$ 432,700	\$ 421,278	\$ 11,422	2.7%

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Gross profit as a % of revenue				
Parts	32.1%	32.8%	(70)	bps
Service	69.1%	68.9%	20	bps
Collision repair	55.0%	53.7%	130	bps
Total	48.9%	49.1%	(20)	bps

Overall Fixed Operations customer pay revenue increased 1.6% and 4.7% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Wholesale parts revenue increased 0.5% and 7.5% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Overall used vehicle reconditioning revenue increased 4.5% and 5.9% during the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods. Warranty revenue decreased 3.5% and 8.5% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to higher levels of recall activity in the comparable prior year periods. Fixed Operations customer pay revenue at our domestic, mid-line import and luxury branded dealerships increased 0.3%, decreased 2.2% and increased 3.3%, respectively, during the third quarter ended September 30, 2012, compared to the prior year period. Fixed Operations customer pay revenue increased at our domestic, mid-line import and luxury branded dealerships by 2.1%, 1.0% and 6.8%, respectively, during the nine-month period ended September 30, 2012, compared to the prior year period.

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For the third quarter and nine-month periods ended September 30, 2012, the increase in Fixed Operations revenue contributed approximately \$1.9 million and \$13.6 million, respectively, in gross profit increase. Higher gross profit as a result of higher revenue was further increased by a \$0.5 million increase in gross profit due to a 20 basis point improvement in the gross margin rate during the third quarter ended September 30, 2012. Higher gross profit as a result of higher revenue was offset partially by a \$2.2 million decrease in gross profit due to a 20 basis point decline in the gross margin rate during the nine-month period ended September 30, 2012, which was caused primarily by a shift in the Fixed Operations sales mix compared to the comparable prior year period.

As of September 30, 2012, we operated 23 collision repair centers. Collision repair revenues increased 4.4% and 4.8% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. Collision repair gross profit improved 6.9% and 7.3% during the third quarter and nine-month periods ended September 30, 2012, respectively, due to improvements in the gross margin rate as a result of a mix shift away from lower margin sublet work.

Finance, Insurance and Other (F&I)

Our reported F&I results are as follows:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands, except per unit data)				
Revenue	\$ 64,867	\$ 54,974	\$ 9,893	18.0%
Gross profit per retail unit (excludes fleet)	\$ 1,068	\$ 1,051	\$ 17	1.6%

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands, except per unit data)				
Revenue	\$ 187,199	\$ 157,175	\$ 30,024	19.1%
Gross profit per retail unit (excludes fleet)	\$ 1,064	\$ 1,008	\$ 56	5.6%

F&I revenue increased during the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods, primarily due to increases in total new and used retail (excluding fleet) unit volume of 8,466 units, or 16.2%, and 20,050 units, or 12.9%, respectively. F&I gross profit per retail unit improved 1.6% and 5.6% in the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to improved penetration and pricing. Finance contract gross revenue improved 13.8% and 16.1% during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to a 18.6% and a 16.1% increase in contract volume and an increase in the finance contract penetration rate of 140 basis points and 200 basis points during the third quarter and nine-month periods ended September 30, 2012, respectively. Compared to the third quarter and nine-month periods ended September 30, 2011, combined service and aftermarket contract revenue increased 21.1% and 21.4% in the third quarter and nine-month periods ended September 30, 2012, respectively, and total service and aftermarket contract volume increased 24.3% and 23.2% during the third quarter and nine-month periods ended September 30, 2012, respectively.

Selling, General and Administrative (SG&A) Expenses

SG&A expenses are comprised of four major groups: compensation expense, advertising expense, rent and rent related expense and other expense. Compensation expense primarily relates to dealership personnel who are paid a commission or a modest salary plus commission and support personnel who are paid a fixed salary. Due to the salary component for certain dealership and corporate personnel, gross profits and compensation expense do not change in direct proportion to one another. Advertising expense and other expenses vary based on the level of actual or anticipated business activity. Rent and rent related expense typically varies with the number of dealership properties owned by us,

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investments made for facility improvements and interest rates. Although not completely correlated, we believe the best way to measure SG&A expenses is as a percentage of gross profit.

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Following is information related to our SG&A expenses:

	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands)				
Compensation	\$ 142,368	\$ 134,001	\$ (8,367)	(6.2%)
Advertising	12,871	13,091	220	1.7%
Rent and rent related	27,063	28,728	1,665	5.8%
Other	56,378	52,743	(3,635)	(6.9%)
Total	\$ 238,680	\$ 228,563	\$ (10,117)	(4.4%)

SG&A as a % of gross profit

Compensation	46.3%	45.7%	(60)	bps
Advertising	4.2%	4.5%	30	bps
Rent and rent related	8.8%	9.8%	100	bps
Other	18.3%	17.9%	(40)	bps
Total	77.6%	77.9%	30	bps

	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
(In thousands)				
Compensation	\$ 431,456	\$ 400,203	\$ (31,253)	(7.8%)
Advertising	38,330	39,065	735	1.9%
Rent and rent related	81,724	88,668	6,944	7.8%
Other	170,936	154,506	(16,430)	(10.6%)
Total	\$ 722,446	\$ 682,442	\$ (40,004)	(5.9%)

SG&A as a % of gross profit

Compensation	46.4%	45.7%	(70)	bps
Advertising	4.1%	4.5%	40	bps
Rent and rent related	8.8%	10.1%	130	bps
Other	18.4%	17.6%	(80)	bps
Total	77.7%	77.9%	20	bps

Overall SG&A expense dollars increased in the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods, due to increases in revenue and gross profit driving higher compensation costs and other SG&A expenses. These increases were offset by the decreases in rent, rent related and advertising expenses resulting in a 30 basis point and 20 basis point decrease in overall SG&A expense as a percentage of gross profit during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods.

Compensation costs as a percentage of gross profit increased 60 basis points and 70 basis points during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to increases in sales compensation

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expense, driven by higher levels of sales volume during the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods. Lower overall gross profit per unit compounded the effect of the increase in sales compensation expense on compensation costs as a percentage of gross profit.

Compared to the third quarter and nine-month periods ended September 30, 2011, total advertising expense in the third quarter and nine-month periods ended September 30, 2012 decreased as a percentage of gross profit as a result of higher gross profit levels in the third quarter and nine-month periods ended September 30, 2012.

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OPERATIONS**

For the third quarter and nine-month periods ended September 30, 2012, rent and rent related expenses decreased as a percentage of gross profit compared to the comparable prior year periods, primarily due to the higher gross profit levels and the purchase of certain properties that were previously leased.

Other SG&A expenses increased in the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods, primarily due to higher customer related costs as a result of the higher sales activity, and higher planned IT spending and training costs associated with internal initiatives.

Depreciation and Amortization

Depreciation and amortization expense increased approximately \$1.2 million, or 12.2%, and \$4.2 million, or 14.2%, during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. These increases are primarily related to completed construction projects that were placed in service subsequent to September 30, 2011.

Interest Expense, Floor Plan

Total continuing operations interest expense, floor plan, for new and used vehicles increased approximately \$0.7 million, or 16.7%, and \$0.1 million, or 0.5%, during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods, primarily due to higher average floor plan balances, offset partially by lower average interest rates.

Interest expense, floor plan, for new vehicles incurred by continuing operations increased approximately \$0.9 million, or 26.2%, and \$0.1 million, or 1.0%, during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. The average new vehicle floor plan interest rate incurred by these dealerships was 2.02% and 2.13% for the third quarter and nine-month periods ended September 30, 2012, respectively, compared to 2.24% and 2.36% for the third quarter and nine-month periods ended September 30, 2011, respectively.

Interest expense, floor plan, for used vehicles incurred by continuing operations decreased approximately \$0.2 million, or 30.7%, and \$0.1 million, or 3.0%, during the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the comparable prior year periods. The average used vehicle floor plan interest rate incurred by these dealerships was 2.71% and 2.57% for the third quarter and nine-month periods ended September 30, 2012, respectively, compared to 2.89% and 2.77% for the third quarter and nine-month periods ended September 30, 2011, respectively.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Interest Expense, Other, Net

Interest expense, other, net, includes both cash and non-cash interest charges, and is summarized in the schedule below:

(In millions)	Third Quarter Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
Stated/coupon interest	\$ 11,692	\$ 10,201	\$ (1,491)	(14.6%)
Discount/premium amortization	483	1,460	977	66.9%
Deferred loan cost amortization	688	1,003	315	31.4%
Cash flow swap interest	3,042	4,823	1,781	36.9%
Interest allocated to discontinued operations	(91)	(211)	(120)	(56.9%)
Capitalized interest	(351)	(630)	(279)	(44.3%)
Other interest	246	295	49	16.6%
Total	\$ 15,709	\$ 16,941	\$ 1,232	7.3%

(In millions)	Nine Months Ended September 30,		Better / (Worse)	
	2012	2011	Change	% Change
Stated/coupon interest	\$ 31,003	\$ 31,803	\$ 800	2.5%
Discount/premium amortization	3,158	4,286	1,128	26.3%
Deferred loan cost amortization	2,207	2,992	785	26.2%
Cash flow swap interest	9,833	13,915	4,082	29.3%
Interest allocated to discontinued operations	(336)	(717)	(381)	(53.1%)
Capitalized interest	(513)	(2,052)	(1,539)	(75.0%)
Other interest	834	730	(104)	(14.2%)
Total	\$ 46,186	\$ 50,957	\$ 4,771	9.4%

For the third quarter ended September 30, 2012, stated/coupon interest expense increased compared to the prior year period primarily due to approximately \$1.2 million of double-carry interest charges during the third quarter ended September 30, 2012, while both the 5.0% Convertible Notes and 7.0% Notes were outstanding. For the third quarter and nine-month periods ended September 30, 2012, compared to the comparable prior year periods, cash flow swap interest decreased primarily as a result of the maturity of several cash flow swaps with relatively high fixed interest rates or which were not designated as hedges (changes in the fair value were recognized through earnings). See the previous discussion of our cash flow swaps in Note 6, Long-Term Debt, to the accompanying Unaudited Condensed Consolidated Financial Statements.

We have entered into various cash flow swaps to effectively convert a portion of our LIBOR-based variable rate debt to a fixed rate in order to reduce our exposure to market risks from fluctuations in interest rates. The incremental interest expense (the difference between interest paid and interest received) related to these cash flow swaps was approximately \$3.4 million and \$10.3 million for the third quarter and nine-month periods ended September 30, 2012, respectively and \$4.5 million and \$13.3 million for the third quarter and nine-month periods ended September 30, 2011, respectively, and is included in interest expense, other, net, in the accompanying Unaudited Condensed Consolidated Statements of Income.

Other Income (Expense), Net

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Other expense, net, increased approximately \$16.5 million and \$19.1 million during the third quarter and nine-month periods ended September 30, 2012, respectively, primarily due to a charge of approximately \$17.3 million and \$19.9 million related to repurchases of the 5.0% Convertible Notes in the third quarter and nine-month periods ended September 30, 2012, respectively.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*****Income Taxes***

The overall effective tax rate from continuing operations was 40.0% and 34.6% for the third quarter and nine-month periods ended September 30, 2012, respectively, and 38.4% and 39.6% for third quarter and nine-month periods ended September 30, 2011. The effective rate for the third quarter ended September 30, 2012 was higher than the same prior year period due to the level of overall taxable income and the shift in the distribution of taxable income between states in which we operate. The effective rate for the nine-month period ended September 30, 2012 was lower than the same prior year period primarily due to a \$3.6 million tax benefit during the second quarter ended June 30, 2012 related to the settlement of a state tax examination. We expect the effective tax rate for continuing operations in future periods to fall within a range of 38.0% to 40.0%.

Discontinued Operations

Significant components of results from discontinued operations were as follows:

(In thousands)	Third Quarter Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Income (loss) from operations	\$ (1,607)	\$ (1,646)	\$ (6,832)	\$ (4,906)
Gain (loss) on disposal	1,084	(136)	6,597	(358)
Lease exit accrual adjustments and charges	(2,316)	653	(3,594)	(220)
Pre-tax income (loss)	\$ (2,839)	\$ (1,129)	\$ (3,829)	\$ (5,484)
Total revenues	\$ 21,198	\$ 66,689	\$ 109,359	\$ 183,960

Pre-tax loss from discontinued operations increased for the third quarter ended September 30, 2012 compared to the comparable prior year period as a result of lease exit charges, offset partially by a gain of approximately \$1.1 million on the disposition of three dealerships during the quarter ended September 30, 2012. Pre-tax loss from discontinued operations decreased for the nine-month period ended September 30, 2012 compared to the comparable prior year period as a result of a gain of approximately \$6.6 million on the disposition of eight dealerships during the nine-month period ended September 30, 2012, offset partially by lease exit charges. Lease exit charges recorded for the third quarters and nine-month periods ended September 30, 2012 and 2011 relate to interest charges, the revision of estimates on previously established lease exit accruals and the reversal of a lease exit accrual related to a property which was returned to operating use. The lease exit accruals represent the present value of the lease payments, net of estimated or actual sublease proceeds, for the remaining life of the operating leases and other accruals necessary to satisfy the lease commitment to the landlord.

Liquidity and Capital Resources

We require cash to fund debt service, operating lease obligations, working capital requirements, facility improvements and other capital improvements, dividends on our common stock and to finance acquisitions and otherwise invest in our business. We rely on cash flows from operations, borrowings under our revolving credit and floor plan borrowing arrangements, real estate mortgage financing, asset sales and offerings of debt and equity securities to meet these requirements. We closely monitor our available liquidity and projected future operating results in order to remain in compliance with our restrictive covenants and other obligations. However, our liquidity could be negatively affected if we fail to comply with the financial covenants in our existing debt or lease arrangements. Cash flows provided by our dealerships are derived from various sources. The primary sources include individual consumers, automobile manufacturers, automobile manufacturers' captive finance subsidiaries and finance companies. Disruptions in these cash flows can have a material and adverse impact on our operations and overall liquidity.

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Because the majority of our consolidated assets are held by our dealership subsidiaries, the majority of our cash flows from operations are generated by these subsidiaries. As a result, our cash flows and ability to service our obligations depends to a substantial degree on the cash generated from the operations of these dealership subsidiaries.

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Floor Plan Facilities

The weighted average interest rate for all of our new vehicle floor plan facilities (both continuing and discontinued operations) decreased to 2.02% and 2.12% for the third quarter and nine-month periods ended September 30, 2012, respectively, compared to the third quarter and nine-month periods ended September 30, 2011, which had a weighted average rate of 2.23% and 2.37%, respectively. The weighted average interest rate for all of our used vehicle floor plan facilities (both continuing and discontinued operations) was 2.83% and 2.69% for the third quarter and nine-month periods ended September 30, 2012, respectively, compared to 3.01% and 2.97% for the third quarter and nine-month periods ended September 30, 2011, respectively.

Interest payments under each of our floor plan facilities are due monthly and, unless an event of default occurs, we are not required to make principal repayments prior to the sale of the floor plan financed vehicles. We were in compliance with all restrictive covenants under our floor plan facilities as of September 30, 2012 and expect to be in compliance with the covenants for the foreseeable future.

Long-Term Debt and Credit Facilities

On July 2, 2012, we issued \$200.0 million in aggregate principal amount of 7.0% Senior Subordinated Notes which mature on July 15, 2022 (the 7.0% Notes). The 7.0% Notes were issued at a price of 99.11% of the principal amount thereof (the Issue Price), resulting in a yield to maturity of 7.125%. We used the net proceeds from the issuance of the 7.0% Notes and issued 4,074,905 shares of our Class A common stock to repurchase all of our outstanding 5.0% Convertible Notes pursuant to an exchange offer. Remaining proceeds from the issuance of the 7.0% Notes will be used for general corporate purposes, including repurchases of shares of our Class A common stock. The 7.0% Notes are unsecured senior subordinated obligations of ours and are guaranteed by our domestic operating subsidiaries. Interest is payable semi-annually in arrears on January 15 and July 15 of each year, beginning on January 15, 2013.

We may redeem the 7.0% Notes in whole or in part at any time after July 15, 2017 at the following redemption prices, which are expressed as percentages of the principal amount:

	Redemption Price
Beginning on July 15, 2017	103.500%
Beginning on July 15, 2018	102.333%
Beginning on July 15, 2019	101.167%
Beginning on July 15, 2020 and thereafter	100.000%

In addition, on or before July 15, 2015, we may redeem up to 35% of the aggregate principal amount of the 7.0% Notes at 107% of the par value of the 7.0% Notes plus accrued and unpaid interest with proceeds from certain equity offerings. The indenture also provides that holders of the 7.0% Notes may require us to repurchase the 7.0% Notes at 101% of the par value of the 7.0% Notes, plus accrued and unpaid interest, if we undergo a change of control as defined in the indenture.

The indenture governing the 7.0% Notes contains certain specified restrictive covenants. We have agreed not to pledge any assets to any third party lender of senior subordinated debt except under certain limited circumstances. We also have agreed to certain other limitations or prohibitions concerning the incurrence of other indebtedness, guarantees, liens, certain types of investments, certain transactions with affiliates, mergers, consolidations, issuance of preferred stock, cash dividends to stockholders, distributions, redemptions and the sale, assignment, lease, conveyance or disposal of certain assets. Specifically, the indenture governing our 7.0% Notes limits our ability to pay quarterly cash dividends on our Class A and B common stock in excess of \$0.10 per share. We may only pay quarterly cash dividends on our Class A and B common stock if we comply with the terms of the indenture governing the 7.0% Notes.

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Balances outstanding under our 7.0% Notes are guaranteed by all of our operating domestic subsidiaries. These guarantees are full and unconditional and joint and several. The parent company has no independent assets or operations. The non-domestic and non-operating subsidiaries that are not guarantors are considered to be minor.

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Our obligations under the 7.0% Notes may be accelerated by the holders of 25% of the outstanding principal amount of the 7.0% Notes then outstanding if certain events of default occur, including: (1) defaults in the payment of principal or interest when due; (2) defaults in the performance, or breach, of our covenants under the 7.0% Notes; and (3) certain defaults under other agreements under which we or our subsidiaries have outstanding indebtedness in excess of \$35.0 million.

5.0% Convertible Senior Notes

During the third quarter ended September 30, 2012, we repurchased all of our outstanding 5.0% Convertible Notes through an offer to exchange newly issued shares of Class A common stock and cash from the issuance of the 7.0% Notes. On July 27, 2012, we finalized an offer to exchange shares of Class A common stock and cash for all of our outstanding 5.0% Convertible Notes as described in our Registration Statement on Form S-4 (Reg. No. 333-182307). The final offer consideration per \$1,000 principal amount of the 5.0% Convertible Notes was \$1,503.11, and was paid by (i) a fixed cash payment of \$1,000 plus (ii) 30.2070 shares of our Class A common stock, which was the number of shares determined by a volume weighted average pricing (VWAP) formula described in our Registration Statement on Form S-4 (Reg. No. 333-182307). In addition, holders received, in respect of their 5.0% Convertible Notes that were accepted for exchange, accrued and unpaid interest on such notes up to, but excluding, the settlement date of the offer. Cash was paid in lieu of fractional shares based on the VWAP. In total, we paid approximately \$137.1 million in cash (including accrued and unpaid interest on the 5.0% Convertible Notes and cash paid in lieu of fractional shares) and issued 4,074,905 shares of Class A common stock as consideration for the extinguishment of all of our outstanding 5.0% Convertible Notes.

See Note 6, Long-Term Debt, to the accompanying Unaudited Condensed Consolidated Financial Statements for further discussion of our long-term debt and credit facilities and compliance with debt covenants.

Dealership Dispositions

During the nine-month period ended September 30, 2012, we disposed of eight dealerships. These dispositions generated cash of approximately \$51.9 million. Subsequent to September 30, 2012, we disposed of two dealerships, which generated cash from disposition of approximately \$21.0 million. The results of operations for these subsequently disposed dealerships are included in continuing operations for the third quarter and nine-month periods ended September 30, 2012 and 2011 in the accompanying Unaudited Condensed Consolidated Statements of Income.

Capital Expenditures

Our capital expenditures include the purchase of land and buildings, construction of new dealerships and collision repair centers, building improvements and equipment purchased for use in our dealerships. We selectively construct or improve new dealership facilities to maintain compliance with manufacturers' image requirements. We typically finance these projects through new mortgages or, alternatively, through our credit facilities. We also fund these improvements through cash flows from operations.

Capital expenditures during the third quarter and nine-month periods ended September 30, 2012 were approximately \$20.7 million and \$55.2 million (\$44.5 million, net of mortgage funding of \$10.7 million), respectively. As of September 30, 2012, contractual commitments to contractors for facility construction projects totaled approximately \$33.5 million.

Stock Repurchase Program

Our Board of Directors has authorized us to repurchase shares of our Class A common stock. Historically, we have used our share repurchase authorization to offset dilution caused by the exercise of stock options or the vesting of restricted stock awards and to maintain our desired capital structure. During the third quarter ended September 30, 2012, we repurchased approximately 804,000 shares of our Class A common stock on the open market for approximately \$14.5 million. During the nine-month period ended September 30, 2012, we repurchased approximately 910,000 shares of our Class A common stock on the open market and in connection with tax withholdings on the vesting of

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restricted stock awards for a total of approximately \$16.4 million. During the third quarter ended September 30, 2012, our Board of Directors authorized an additional \$100.0 million to repurchase shares of our Class A common stock. As of September 30, 2012, our remaining repurchase authorization was approximately \$116.2 million. Under our 2011 Credit Facilities, share repurchases are permitted to the extent that no event of default exists and we have the pro forma liquidity amount required by the repurchase test (as defined in the 2011 Credit Facilities) and the result of such test has been accepted by the administrative agent.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
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Our share repurchase activity is subject to the business judgment of management and our Board of Directors, taking into consideration our historical and projected results of operations, financial condition, cash flows, capital requirements, covenant compliance and economic and other factors considered relevant. These factors are considered each quarter and will be scrutinized as management and our Board of Directors determines our share repurchase policy in the future.

Dividends

During the third quarter ended September 30, 2012, our Board of Directors approved a cash dividend of \$0.025 per share on all outstanding shares of Class A and Class B common stock as of September 14, 2012 to be paid on October 15, 2012. Subsequent to September 30, 2012, our Board of Directors approved a cash dividend on all outstanding shares of common stock of \$0.025 per share for stockholders of record on December 14, 2012 to be paid on January 15, 2013. Under our 2011 Credit Facilities, dividends are permitted to the extent that no event of default exists and we are in compliance with the financial covenants, including pro forma liquidity requirements, contained therein. The indentures governing our outstanding 9.0% Notes and 7.0% Notes contain restrictions on our ability to pay dividends. The payment of any future dividend is subject to the business judgment of our Board of Directors, taking into consideration our historic and projected results of operations, financial condition, cash flows, capital requirements, covenant compliance, share repurchases, current economic environment and other factors considered relevant. These factors are considered each quarter and will be scrutinized as our Board of Directors determines our future dividend policy. There is no guarantee that additional dividends will be declared and paid at any time in the future. See Note 6, Long-Term Debt, to the accompanying Unaudited Condensed Consolidated Financial Statements for a description of restrictions on the payment of dividends.

Cash Flows

For the nine-month period ended September 30, 2012, net cash provided by operating activities was approximately \$30.9 million. This provision of cash was comprised primarily of cash inflows related to operating profits, decreases in receivables and an increase in notes payable floor plan trade, offset partially by purchases of inventories. Net cash used in investing activities for the nine-month period ended September 30, 2012 was approximately \$3.5 million. This use of cash was primarily comprised of purchases of land, property and equipment, offset partially by proceeds from the sale of dealerships. Net cash provided by financing activities for the nine-month period ended September 30, 2012 was approximately \$33.2 million. This provision of cash was primarily related to proceeds from issuance of long-term debt and an increase in notes payable floor plan non-trade, offset partially by repurchases of debt securities and purchases of treasury stock.

We arrange our inventory floor plan financing through both manufacturer captive finance companies and a syndicate of manufacturer captive finance companies and commercial banks. Our floor plan financed with manufacturer captives is recorded as trade floor plan liabilities (with the resulting change being reflected as operating cash flows). Our dealerships that obtain floor plan financing from a syndicate of manufacturer captives and commercial banks record their obligation as non-trade floor plan liabilities (with the resulting change being reflected as financing cash flows).

Due to the presentation differences for changes in trade floor plan and non-trade floor plan in the Unaudited Condensed Consolidated Statements of Cash Flows, decisions made by us to move dealership floor plan financing arrangements from one finance source to another may cause significant variations in operating and financing cash flows without affecting our overall liquidity, working capital or cash flow. Net cash provided by combined trade and non-trade floor plan financing was approximately \$101.5 million for the nine-month period ended September 30, 2012, and net cash used was approximately \$104.2 million for the nine-month period ended September 30, 2011. Accordingly, if all changes in floor plan notes payable were classified as an operating activity, the result would have been net cash provided by operating activities of approximately \$44.8 million and \$116.8 million for the nine-month periods ended September 30, 2012 and 2011, respectively.

Guarantees and Indemnification Obligations

In connection with the operation and disposition of dealership franchises, we have entered into various guarantees and indemnification obligations. See Note 8, Contingencies, to the accompanying Unaudited Condensed Consolidated Financial Statements. See also Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 12, Commitments and Contingencies, to the Consolidated

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Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2011 and updated in our Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
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Future Liquidity Outlook

We believe our best source of liquidity for operations and debt service remains cash flows generated from operations combined with our availability of borrowings under our floor plan facilities (or any replacements thereof), our 2011 Credit Facilities, real estate mortgage financing, selected dealership and other asset sales and our ability to raise funds in the capital markets through offerings of debt or equity securities. Because the majority of our consolidated assets are held by our dealership subsidiaries, the majority of our cash flows from operations are generated by these subsidiaries. As a result, our cash flows and ability to service debt depends to a substantial degree on the results of operations of these subsidiaries and their ability to provide us with cash.

Off-Balance Sheet Arrangements

See Management's Discussion and Analysis of Financial Condition and Results of Operations - Off-Balance Sheet Arrangements in our Annual Report on Form 10-K for the year ended December 31, 2011 and updated in our Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012.

Seasonality

Our operations are subject to seasonal variations. The first quarter normally contributes less operating profit than the second, third and fourth quarters. Weather conditions, the timing of manufacturer incentive programs and model changeovers cause seasonality and may adversely affect vehicle demand, and consequently, our profitability. Comparatively, parts and service demand remains more stable throughout the year.

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Our variable rate floor plan facilities, 2011 Revolving Credit Facility borrowings and other variable rate notes expose us to risks caused by fluctuations in the applicable interest rates. The total outstanding balance of such variable instruments after considering the effect of our interest rate swaps (see below) was approximately \$573.3 million at September 30, 2012. After considering the effect of our interest rate swaps, based on outstanding debt as of September 30, 2012, a change of 100 basis points in the underlying interest rate would have caused a total change in interest expense of approximately \$4.3 million in the nine-month period ended September 30, 2012. Of the total change in interest expense, approximately \$4.1 million would have resulted from the floor plan facilities.

In addition to our variable rate debt, as of September 30, 2012, approximately 20% of our dealership lease facilities have monthly lease payments that fluctuate based on LIBOR interest rates. An increase in interest rates of 100 basis points would not have had a significant impact on rent expense in the third quarter and nine-month periods ended September 30, 2012 due to the leases containing LIBOR floors that were above the applicable LIBOR rate during the third quarter and nine-month periods ended September 30, 2012.

We also have various cash flow swaps to effectively convert a portion of our LIBOR-based variable rate debt to a fixed rate. Under the terms of these cash flow swaps, interest rates reset monthly. The fair value of these swap positions at September 30, 2012 was a liability of approximately \$37.3 million, with \$12.3 million included in other accrued liabilities and \$25.0 million recorded to other long-term liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets. See the previous discussion of our cash flow swaps in Note 6, Long-Term Debt, to the accompanying Unaudited Condensed Consolidated Financial Statements. We will receive and pay interest based on the following:

Notional Amount (In millions)	Pay Rate	Receive Rate (1)	Maturing Date
\$ 3.2	7.100%	one-month LIBOR + 1.50%	July 10, 2017
\$ 25.0 (2)	4.885%	one-month LIBOR	October 1, 2012
\$ 10.1	4.655%	one-month LIBOR	December 10, 2017
\$ 8.2 (2)	6.860%	one-month LIBOR + 1.25%	August 1, 2017
\$ 6.2	4.330%	one-month LIBOR	July 1, 2013
\$ 100.0	3.280%	one-month LIBOR	July 1, 2015
\$ 100.0	3.300%	one-month LIBOR	July 1, 2015
\$ 6.9 (2)	6.410%	one-month LIBOR + 1.25%	September 12, 2017
\$ 50.0	2.767%	one-month LIBOR	July 1, 2014
\$ 50.0	3.240%	one-month LIBOR	July 1, 2015
\$ 50.0	2.610%	one-month LIBOR	July 1, 2014
\$ 50.0	3.070%	one-month LIBOR	July 1, 2015
\$ 100.0 (3)	2.065%	one-month LIBOR	June 30, 2017
\$ 100.0 (3)	2.015%	one-month LIBOR	June 30, 2017

(1) The one-month LIBOR rate was 0.214% at September 30, 2012.

(2) Changes in fair value are recorded through earnings.

(3) The effective date of these forward-starting swaps is July 1, 2015.

Foreign Currency Risk

We purchase certain of our new vehicle and parts inventories from foreign manufacturers. Although we purchase our inventories in U.S. dollars, our business is subject to foreign exchange rate risk, which may influence automobile manufacturers' ability to provide their products at competitive prices in the United States. To the extent that we cannot recapture this volatility in prices charged to customers or if this volatility negatively impacts consumer demand for our products, this volatility could adversely affect our future operating results.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

Item 4: Controls and Procedures.

Our management, under the supervision and with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer have concluded that the design and operation of our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. During our last fiscal quarter, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****PART II OTHER INFORMATION****Item 1: Legal Proceedings.**

Several private civil actions have been filed against us and several of our dealership subsidiaries that purport to represent classes of customers as potential plaintiffs and make allegations that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. One of these private civil actions was filed on November 15, 2004 in South Carolina state court, York County Court of Common Pleas, against us and some of our South Carolina subsidiaries. The plaintiffs in that lawsuit were Misty J. Owens, James B. Wright, Vincent J. Astey and Joseph Lee Williams, on behalf of themselves and all other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The group of plaintiffs' attorneys representing the plaintiffs in the South Carolina lawsuit also filed another private civil class action lawsuit against us and certain of our subsidiaries on February 14, 2005 in state court in North Carolina, Lincoln County Superior Court, which similarly sought certification of a multi-state class of plaintiffs and alleged that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. The plaintiffs in this North Carolina lawsuit were Robert Price, Carolyn Price, Marcus Cappelletti and Kelly Cappelletti, on behalf of themselves and all other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The South Carolina state court action and the North Carolina state court action were subsequently consolidated into a single proceeding in private arbitration before the American Arbitration Association (the Arbitrator). On November 12, 2008, claimants in the consolidated arbitration filed a Motion for Class Certification as a national class action including all of the states in which we operate dealerships except Florida. Claimants are seeking monetary damages and injunctive relief on behalf of this class of customers. The parties have briefed and argued the issue of class certification.

On July 19, 2010, the Arbitrator issued a Partial Final Award on Class Certification, certifying a class which includes all customers who, on or after November 15, 2000, purchased or leased from one of our dealerships a vehicle with the Etch product as part of the transaction, but not including customers who purchased or leased such vehicles from one of our dealerships in Florida. The Partial Final Award on Class Certification is not a final decision on the merits of the action. The merits of Claimants' assertions and potential damages would still have to be proven through the remainder of the arbitration. The Arbitrator stayed the Arbitration for thirty days to allow either party to petition a court of competent jurisdiction to confirm or vacate the award. On July 22, 2010, the plaintiffs in this consolidated arbitration filed a Motion to Confirm the Arbitrator's Partial Final Award on Class Certification in state court in North Carolina, Lincoln County Superior Court. On August 17, 2010, we removed this North Carolina state court action to federal court, and simultaneously filed a Petition to Vacate the Arbitrator's Partial Final Award on Class Certification, with both filings made in the United States District Court for the Western District of North Carolina.

On August 12, 2011, the United States District Court for the Western District of North Carolina issued an Order granting our Petition to Vacate Arbitration Award on Class Certification and denied Claimant's Motion to Dismiss the same. Claimants filed a Notice of Appeal to the United States Fourth Circuit Court of Appeals on September 12, 2011. The federal court's stay of the arbitration proceeding remains in force. At a mediation held January 16, 2012, our company reached an agreement with the Claimants to settle this ongoing dispute in its entirety. Our company and the Claimants subsequently entered into a definitive settlement agreement, the terms of which received preliminary approval by a North Carolina state court in May 2012. The North Carolina state court granted its Final Approval on August 23, 2012 and the settlement became effective on October 2, 2012. The settlement will not have a material adverse effect on Sonic's future results of operations, financial condition and cash flows.

We are involved, and expect to continue to be involved, in numerous legal and administrative proceedings arising out of the conduct of our business, including regulatory investigations and private civil actions brought by plaintiffs purporting to represent a potential class or for which a class has been certified. Although we vigorously defend ourselves in all legal and administrative proceedings, the outcomes of pending and future proceedings arising out of the conduct of our business, including litigation with customers, employment related lawsuits, contractual disputes, class actions, purported class actions and actions brought by governmental authorities, cannot be predicted with certainty. Similarly, except as reflected in reserves we have provided for in other accrued liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets, we are currently unable to estimate a range of reasonably possible loss, or a range of reasonably possible loss in excess of the amount accrued, for pending proceedings. An unfavorable resolution of one or more of these matters could have a material adverse effect on our business, financial condition, results of operations, cash flows or prospects.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

RISK FACTORS

Item 1A: Risk Factors

In addition to the information below and other information set forth in this Form 10-Q, you should carefully consider the risk factors discussed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition or future results.

Our significant indebtedness could materially adversely affect our financial health, limit our ability to finance future acquisitions and capital expenditures and prevent us from fulfilling our financial obligations.

As of September 30, 2012, our total outstanding indebtedness was approximately \$1.6 billion, which includes floor plan notes payable, long-term debt and short-term debt.

We have \$175.0 million of maximum borrowing availability under a syndicated revolving credit facility (the 2011 Revolving Credit Facility), up to \$500.0 million in maximum borrowing availability for new vehicle inventory floor plan financing and up to \$80.0 million in maximum borrowing availability for used vehicle inventory floor plan financing (the 2011 Floor Plan Facility). We refer to the 2011 Revolving Credit Facility and 2011 Floor Plan Facility collectively as our 2011 Credit Facilities. Based on balances as of September 30, 2012, we had approximately \$126.3 million available for additional borrowings under the 2011 Revolving Credit Facility based on the borrowing base calculation, which is affected by numerous factors including eligible asset balances and the market value of certain additional collateral. We are able to borrow under our 2011 Revolving Credit Facility only if, at the time of the borrowing, we have met all representations and warranties and are in compliance with all financial and other covenants contained therein. We also have capacity to finance new and used vehicle inventory purchases under bilateral floor plan agreements with various manufacturer captive finance companies and other lending institutions (the Silo Floor Plan Facilities) as well as our 2011 Floor Plan Facility. In addition, the indentures relating to our 9.0% Senior Subordinated Notes due 2018 (the 9.0% Notes), 7.0% Senior Subordinated Notes due 2022 (the 7.0% Notes) and our other debt instruments allow us to incur additional indebtedness, including secured indebtedness, as long as we comply with the terms thereunder.

In addition, the majority of our dealership properties are leased under long-term operating lease arrangements that commonly have initial terms of fifteen to twenty years with renewal options ranging from five to ten years. These operating leases require compliance with financial and operating covenants similar to those under our 2011 Credit Facilities, and monthly payments of rent that may fluctuate based on interest rates and local consumer price indices. The total future minimum lease payments related to these operating leases and certain equipment leases are significant and are disclosed in Note 12, Commitments and Contingencies, to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2011 as updated by our Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012.

The outcome of legal and administrative proceedings we are or may become involved in could have a material adverse effect on our future business, results of operations, financial condition and cash flows.

We are involved, and expect to continue to be involved, in numerous legal and administrative proceedings arising out of the conduct of our business, including regulatory investigations and private civil actions brought by plaintiffs purporting to represent a potential class or for which a class has been certified.

Several private civil actions have been filed against us and several of our dealership subsidiaries that purport to represent classes of customers as potential plaintiffs and make allegations that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. One of these private civil actions was filed on November 15, 2004 in South Carolina state court, York County Court of Common Pleas, against us and some of our South Carolina subsidiaries. The plaintiffs in that lawsuit were Misty J. Owens, James B. Wright, Vincent J. Astey and Joseph Lee Williams, on behalf of themselves and all other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The group of plaintiffs attorneys representing the plaintiffs in the South Carolina lawsuit also filed another private civil class action lawsuit against us and certain of our subsidiaries on February 14, 2005 in state court in North Carolina, Lincoln County Superior Court, which similarly sought certification of a multi-state class of plaintiffs and alleged that certain products sold in the finance and insurance departments were done so in a deceptive or otherwise illegal manner. The plaintiffs in this North Carolina lawsuit were Robert Price, Carolyn Price, Marcus Cappelletti and Kelly Cappelletti, on behalf of themselves and all other persons similarly situated, with plaintiffs seeking monetary damages and injunctive relief on behalf of the purported class. The South Carolina state court action and the North Carolina state court action were subsequently consolidated into a single proceeding in private arbitration before the American

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Arbitration Association (the Arbitrator). On November 12, 2008, claimants in the consolidated arbitration filed a Motion

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

RISK FACTORS

for Class Certification as a national class action including all of the states in which we operate dealerships except Florida. Claimants are seeking monetary damages and injunctive relief on behalf of this class of customers. The parties have briefed and argued the issue of class certification.

On July 19, 2010, the Arbitrator issued a Partial Final Award on Class Certification, certifying a class which includes all customers who, on or after November 15, 2000, purchased or leased from one of our dealerships a vehicle with the Etch product as part of the transaction, but not including customers who purchased or leased such vehicles from one of our dealerships in Florida. The Partial Final Award on Class Certification is not a final decision on the merits of the action. The merits of Claimants' assertions and potential damages would still have to be proven through the remainder of the arbitration. The Arbitrator stayed the Arbitration for thirty days to allow either party to petition a court of competent jurisdiction to confirm or vacate the award. On July 22, 2010, the plaintiffs in this consolidated arbitration filed a Motion to Confirm the Arbitrator's Partial Final Award on Class Certification in state court in North Carolina, Lincoln County Superior Court. On August 17, 2010, we removed this North Carolina state court action to federal court, and simultaneously filed a Petition to Vacate the Arbitrator's Partial Final Award on Class Certification, with both filings made in the United States District Court for the Western District of North Carolina.

On August 12, 2011, the United States District Court for the Western District of North Carolina issued an Order granting our Petition to Vacate Arbitration Award on Class Certification and denied Claimant's Motion to Dismiss the same. Claimants filed a Notice of Appeal to the United States Fourth Circuit Court of Appeals on September 12, 2011. The federal court's stay of the arbitration proceeding remains in force. At a mediation held January 16, 2012, our company reached an agreement with the Claimants to settle this ongoing dispute in its entirety. Our company and the Claimants subsequently entered into a definitive settlement agreement, the terms of which received preliminary approval by a North Carolina state court in May 2012. The North Carolina state court granted its Final Approval on August 23, 2012 and the settlement became effective on October 2, 2012. The settlement will not have a material adverse effect on our future results of operations, financial condition and cash flows.

Although we vigorously defend ourselves in all legal and administrative proceedings, the outcomes of pending and future proceedings arising out of the conduct of our business, including litigation with customers, employment related lawsuits, contractual disputes, class actions, purported class actions and actions brought by governmental authorities, cannot be predicted with certainty. An unfavorable resolution of one or more of these matters could have a material adverse effect on our business, financial condition, results of operations, cash flows or prospects.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

	(In thousands, except per share data)			
	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
July 2012		\$		\$ 130,694
August 2012	378	17.72	378	123,998
September 2012	426	18.62	426	116,152
Total	804	\$ 18.09	804	\$ 116,152

- (1) All shares repurchased were part of publicly announced share repurchase programs.
(2) Our active publicly announced Class A common stock repurchase authorization plans and current remaining availability are as follows:

	(amounts in thousands)
April 2008	\$ 40,000
July 2012	100,000
Total authorization	140,000
Total active plan repurchases	(23,848)
Current remaining availability as of September 30, 2012	\$ 116,152

See Note 6, Long-term Debt, to the accompanying Unaudited Condensed Consolidated Financial Statements and Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations for additional discussion of restrictions on share repurchases and payment of dividends.

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES****Item 6: Exhibits.****(a) Exhibits:**

Exhibit No.	Description
4.1*	Registration Rights Agreement dated as of July 2, 2012 by and among Sonic Automotive, Inc., the guarantors set forth on the signature page thereto and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers (incorporated by reference to Exhibit 4.1 to Sonic's Current Report on Form 8-K filed July 9, 2012).
4.2*	Indenture dated as of July 2, 2012 by an among Sonic Automotive, Inc., the guarantors named therein, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Sonic's Current Report on Form 8-K filed July 9, 2012).
4.3*	Form of 7.0% Senior Subordinated Notes due 2022 (incorporated by reference to Exhibit 4.3 to Sonic's Current Report on Form 8-K filed July 9, 2012).
4.4*	Escrow Agreement dated as of July 2, 2012 by an among Sonic Automotive, Inc., U.S. Bank National Association, as trustee, and Wilmington Trust, National Association, as escrow agent (incorporated by reference to Exhibit 4.4 to Sonic's Current Report on Form 8-K filed July 9, 2012).
31.1	Certification of Mr. David P. Cospers pursuant to rule 13a-14(a)
31.2	Certification of Mr. O. Bruton Smith pursuant to rule 13a-14(a)
32.1	Certification of Mr. David P. Cospers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Mr. O. Bruton Smith pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed previously

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

Forward Looking Statements

This Quarterly Report on Form 10-Q contains numerous forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements address our future objectives, plans and goals, as well as our intent, beliefs and current expectations regarding future operating performance, and can generally be identified by words such as may, will, should, believe, expect, anticipate, intend, plan, foresee and other similar words or phrases. Specific events addressed by these forward-looking statements include, but are not limited to:

vehicle sales rates and same store sales growth;

future liquidity trends or needs;

our business and growth strategies;

future covenant compliance;

our financing plans and our ability to repay or refinance existing debt when due;

future acquisitions or dispositions;

level of fuel prices;

industry trends; and

general economic trends, including employment rates and consumer confidence levels.

These forward-looking statements are based on our current estimates and assumptions and involve various risks and uncertainties. As a result, you are cautioned that these forward-looking statements are not guarantees of future performance and that actual results could differ materially from those projected in these forward-looking statements. Factors which may cause actual results to differ materially from our projections include those risks described in Item 1 and Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011, as updated by our Current Report on Form 8-K furnished to the SEC pursuant to Items 2.02 and 9.01 on June 25, 2012 and Item 1A of this Form 10-Q and elsewhere in this report, as well as:

the number of new and used cars sold in the United States as compared to our expectations and the expectations of the market;

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our ability to generate sufficient cash flows or obtain additional financing to fund acquisitions, capital expenditures, our share repurchase program, dividends on our Common Stock and general operating activities;

the reputation and financial condition of vehicle manufacturers whose brands we represent, the financial incentives vehicle manufacturers offer and their ability to design, manufacture, deliver and market their vehicles successfully;

our relationships with manufacturers, which may affect our ability to obtain desirable new vehicle models in inventory or complete additional acquisitions;

adverse resolutions of one or more significant legal proceedings against us or our dealerships;

changes in laws and regulations governing the operation of automobile franchises, accounting standards, taxation requirements and environmental laws;

general economic conditions in the markets in which we operate, including fluctuations in interest rates, employment levels, the level of consumer spending and consumer credit availability;

the terms of any refinancing of our existing indebtedness;

high competition in the automotive retailing industry, which not only creates pricing pressures on the products and services we offer, but also on businesses we may seek to acquire;

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

our ability to successfully integrate potential future acquisitions; and

the rate and timing of overall economic recovery or decline.

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SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SONIC AUTOMOTIVE, INC.

Date: October 25, 2012

By: */s/ O. BRUTON SMITH*
O. Bruton Smith
Chairman and Chief Executive Officer

Date: October 25, 2012

By: */s/ DAVID P. COSPER*
David P. Cosper
Vice Chairman and Chief Financial Officer

(Principal Financial Officer)

Table of Contents**SONIC AUTOMOTIVE, INC. AND SUBSIDIARIES**

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