

ARNGAR INC
Form S-3/A
August 10, 2009

As filed with the Securities and Exchange Commission on August 10, 2009

Registration No. 333-160452 and

Registration Nos. 333-160452-01 through 333-160452-277

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2 to

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Sonic Automotive, Inc.

(Exact name of registrant as specified in its charter)

See Table of Additional Registrants on the following page for information relating to the subsidiaries of Sonic Automotive, Inc.

(Sonic) that guarantee obligations of Sonic on the debt securities registered hereunder.

Delaware
(State or other jurisdiction of incorporation or organization)

6415 Idlewild Road, Suite 109

56-2010790
(I.R.S. Employer Identification No.)

Edgar Filing: ARNGAR INC - Form S-3/A

Charlotte, North Carolina 28212

Telephone: (704) 566-2400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Stephen K. Coss, Esq.

Senior Vice President and General Counsel

6415 Idlewild Road, Suite 109

Charlotte, North Carolina 28212

Telephone: (704) 566-2400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Thomas H. O'Donnell, Esq.

Melinda S. Blundell, Esq.

Moore & Van Allen PLLC

100 North Tryon Street, Suite 4700

Charlotte, North Carolina 28202

Telephone: (704) 331-1000

Approximate date of commencement of proposed sale to the public:

From time to time after the registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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

Large accelerated filer "

Non-accelerated filer "

Accelerated filer

Smaller reporting company "

(Do not check if a smaller reporting company)

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS
UNDER REGISTRATION STATEMENT ON FORM S-3

The following subsidiaries of Sonic are co-registrants under this registration statement for the purpose of providing guarantees, if any, of payments on debt securities registered hereunder:

| Subsidiary | State of Organization | IRS Employer ID No. |
|------------------------------------|------------------------------|----------------------------|
| ADI of the Southeast LLC | South Carolina | Not Applicable |
| AnTrev, LLC | North Carolina | 20-0150219 |
| Arngar, Inc. | North Carolina | 56-1063712 |
| Autobahn, Inc. | California | 94-3124481 |
| Avalon Ford, Inc. | Delaware | 95-3560286 |
| Casa Ford of Houston, Inc. | Texas | 76-0430684 |
| Cornerstone Acceptance Corporation | Florida | 59-3532504 |
| FAA Auto Factory, Inc. | California | 94-3285893 |
| FAA Beverly Hills, Inc. | California | 95-4673054 |
| FAA Capitol F, Inc. | California | 94-3350030 |
| FAA Capitol N, Inc. | California | 94-3279958 |
| FAA Concord H, Inc. | California | 94-3264558 |
| FAA Concord N, Inc. | California | 94-3266151 |
| FAA Concord T, Inc. | California | 94-1730939 |
| FAA Dublin N, Inc. | California | 94-3267515 |
| FAA Dublin VWD, Inc. | California | 94-3267514 |
| FAA Holding Corp. | California | 94-3338764 |
| FAA Las Vegas H, Inc. | Nevada | 94-3330754 |
| FAA Marin F, Inc. | California | 95-4746388 |
| FAA Marin LR, Inc. | California | 94-3345066 |
| FAA Poway G, Inc. | California | 33-0792049 |
| FAA Poway H, Inc. | California | 94-3265895 |
| FAA Poway T, Inc. | California | 94-3266152 |
| FAA San Bruno, Inc. | California | 94-3264556 |
| FAA Santa Monica V, Inc. | California | 95-4746387 |
| FAA Serramonte, Inc. | California | 94-3264554 |
| FAA Serramonte H, Inc. | California | 94-3293588 |
| FAA Serramonte L, Inc. | California | 94-3264555 |
| FAA Stevens Creek, Inc. | California | 94-3264553 |
| FAA Torrance CPJ, Inc. | California | 95-4746385 |
| FirstAmerica Automotive, Inc. | Delaware | 88-0206732 |
| Fort Mill Ford, Inc. | South Carolina | 62-1289609 |
| Fort Myers Collision Center, LLC | Florida | 59-3659948 |
| Franciscan Motors, Inc. | California | 77-0112132 |
| Frank Parra Autoplex, Inc. | Texas | 75-1364201 |
| Frontier Oldsmobile-Cadillac, Inc. | North Carolina | 56-1621461 |
| HMC Finance Alabama, Inc. | Alabama | 56-2198417 |
| Kramer Motors Incorporated | California | 95-2092777 |
| L Dealership Group, Inc. | Texas | 94-1719069 |
| Marcus David Corporation | North Carolina | 56-1708384 |
| Massey Cadillac, Inc. | Tennessee | 62-1434905 |
| Massey Cadillac, Inc. | Texas | 75-2651186 |
| Mountain States Motors Co., Inc. | Colorado | 84-1172557 |
| Ontario L, LLC | California | 20-0366914 |
| Philpott Motors, Ltd. | Texas | 76-0608365 |

| Subsidiary | State of Organization | IRS Employer ID No. |
|----------------------------|------------------------------|----------------------------|
| Royal Motor Company, Inc. | Alabama | 63-1012554 |
| SAI AL HC1, Inc. | Alabama | 56-2169250 |
| SAI AL HC2, Inc. | Alabama | 63-1213085 |
| SAI Ann Arbor Imports, LLC | Michigan | 20-0073215 |
| SAI Atlanta B, LLC | Georgia | 58-2436174 |
| SAI Broken Arrow C, LLC | Oklahoma | 73-1590233 |
| SAI Charlotte M, LLC | North Carolina | 56-2044965 |
| SAI Clearwater T, LLC | Florida | 59-3501017 |
| SAI Columbus Motors, LLC | Ohio | 31-1604259 |
| SAI Columbus T, LLC | Ohio | 31-1604285 |
| SAI Columbus VWK, LLC | Ohio | 31-1604276 |
| SAI FL HC1, Inc. | Florida | 59-3501024 |
| SAI FL HC2, Inc. | Florida | 59-3501021 |
| SAI FL HC3, Inc. | Florida | 59-3523301 |
| SAI FL HC4, Inc. | Florida | 59-3523302 |
| SAI FL HC5, Inc. | Florida | 59-3523304 |
| SAI FL HC6, Inc. | Florida | 59-3552436 |
| SAI FL HC7, Inc. | Florida | 59-2214873 |
| SAI Fort Myers B, LLC | Florida | 65-0938819 |
| SAI Fort Myers H, LLC | Florida | 65-0938812 |
| SAI Fort Myers M, LLC | Florida | 59-3535971 |
| SAI Fort Myers VW, LLC | Florida | 65-0938821 |
| SAI GA HC1, LP | Georgia | 03-0447179 |
| SAI Georgia, LLC | Georgia | 58-2399219 |
| SAI Irondale Imports, LLC | Alabama | 63-1213083 |
| SAI Irondale L, LLC | Alabama | 63-1213161 |
| SAI Lansing CH, LLC | Michigan | Not Applicable |
| SAI Long Beach B, Inc. | California | 26-0234207 |
| SAI MD HC1, Inc. | Maryland | 52-2172032 |
| SAI Monrovia B, Inc. | California | 20-8944726 |
| SAI Montgomery B, LLC | Alabama | 56-2139902 |
| SAI Montgomery BCH, LLC | Alabama | 63-1012553 |
| SAI Montgomery CH, LLC | Alabama | 63-1204447 |
| SAI Nashville CSH, LLC | Tennessee | 62-1708483 |
| SAI Nashville H, LLC | Tennessee | 62-1708487 |
| SAI Nashville M, LLC | Tennessee | 56-2122487 |
| SAI Nashville Motors, LLC | Tennessee | 26-1707286 |
| SAI NC HC2, Inc. | North Carolina | 26-3751321 |
| SAI OH HC1, Inc. | Ohio | 31-0743366 |
| SAI OK HC1, Inc. | Oklahoma | 74-2936323 |
| SAI Oklahoma City C, LLC | Oklahoma | 73-1618268 |
| SAI Oklahoma City H, LLC | Oklahoma | 73-1620712 |
| SAI Oklahoma City T, LLC | Oklahoma | 73-1593440 |
| SAI Orlando CS, LLC | Florida | 65-0938818 |
| SAI Peachtree, LLC | Georgia | Not Applicable |
| SAI Plymouth C, LLC | Michigan | Not Applicable |
| SAI Riverside C, LLC | Oklahoma | 73-1574888 |
| SAI Rockville Imports, LLC | Maryland | 52-2172034 |
| SAI Rockville L, LLC | Maryland | 52-2172033 |
| SAI Stone Mountain T, LLC | Georgia | Not Applicable |
| SAI TN HC1, LLC | Tennessee | 62-1708491 |
| SAI TN HC2, LLC | Tennessee | 62-1708490 |

| Subsidiary | State of Organization | IRS Employer ID No. |
|---|------------------------------|----------------------------|
| SAI TN HC3, LLC | Tennessee | 62-1708484 |
| SAI Tulsa N, LLC | Oklahoma | 73-1079837 |
| SAI Tulsa T, LLC | Oklahoma | 46-0487821 |
| SAI VA HC1, Inc. | Virginia | 26-3751398 |
| Santa Clara Imported Cars, Inc. | California | 94-1705756 |
| Sonic Advantage PA, LP | Texas | 20-0163203 |
| Sonic Agency, Inc. | Michigan | 30-0085765 |
| Sonic Automotive F&I, LLC | Nevada | 88-0444271 |
| Sonic Automotive of Chattanooga, LLC | Tennessee | 62-1708471 |
| Sonic Automotive of Nashville, LLC | Tennessee | 62-1708481 |
| Sonic Automotive of Nevada, Inc. | Nevada | 88-0378636 |
| Sonic Automotive of Texas, L.P. | Texas | 76-0586658 |
| Sonic Automotive Support, LLC | Nevada | 20-0507885 |
| Sonic Automotive West, LLC | Nevada | 88-0444344 |
| Sonic Automotive-1495 Automall Drive, Columbus, Inc. | Ohio | 31-1604281 |
| Sonic Automotive-1720 Mason Ave., DB, Inc. | Florida | 59-3523303 |
| Sonic Automotive-1720 Mason Ave., DB, LLC | Florida | 57-1072509 |
| Sonic Automotive 2424 Laurens Rd., Greenville, Inc. | South Carolina | 58-2384994 |
| Sonic Automotive 2490 South Lee Highway, LLC | Tennessee | 62-1708486 |
| Sonic Automotive 2752 Laurens Rd., Greenville, Inc. | South Carolina | 58-2384996 |
| Sonic Automotive-3401 N. Main, TX, L.P. | Texas | 76-0586794 |
| Sonic Automotive-3700 West Broad Street, Columbus, Inc. | Ohio | 31-1604296 |
| Sonic Automotive-4000 West Broad Street, Columbus, Inc. | Ohio | 31-1604301 |
| Sonic Automotive-4701 I-10 East, TX, L.P. | Texas | 76-0586659 |
| Sonic Automotive-5221 I-10 East, TX, L.P. | Texas | 76-0586795 |
| Sonic Automotive 5260 Peachtree Industrial Blvd., LLC | Georgia | 62-1716095 |
| Sonic Automotive-6008 N. Dale Mabry, FL, Inc. | Florida | 59-3535965 |
| Sonic Automotive-9103 E. Independence, NC, LLC | North Carolina | 56-2103562 |
| Sonic-2185 Chapman Rd., Chattanooga, LLC | Tennessee | 56-2126660 |
| Sonic Buena Park H, Inc. | California | 33-0978079 |
| Sonic Cadillac D, L.P. | Texas | 46-0476882 |
| Sonic Calabasas A, Inc. | California | 73-1642537 |
| Sonic Calabasas M, Inc. | California | 20-8742825 |
| Sonic Calabasas V, Inc. | California | 76-0728573 |
| Sonic-Camp Ford, L.P. | Texas | 76-0613472 |
| Sonic Capitol Cadillac, Inc. | Michigan | 38-3642334 |
| Sonic Capitol Imports, Inc. | South Carolina | 16-1616391 |
| Sonic Carrollton V, L.P. | Texas | 75-2896744 |
| Sonic Carson F, Inc. | California | 75-2989450 |
| Sonic Carson LM, Inc. | California | 73-1626525 |
| Sonic Chattanooga D East, LLC | Tennessee | 56-2220962 |
| Sonic Clear Lake N, L.P. | Texas | 76-0597723 |
| Sonic Clear Lake Volkswagen, L.P. | Texas | 11-3694324 |
| Sonic Coast Cadillac, Inc. | California | 95-4711579 |
| Sonic Denver T, Inc. | Colorado | 75-3092054 |
| Sonic Denver Volkswagen, Inc. | Colorado | Not Applicable |
| Sonic Development, LLC | North Carolina | 56-2140030 |
| Sonic Divisional Operations, LLC | Nevada | 20-1890447 |
| Sonic Downey Cadillac, Inc. | California | 73-1626782 |
| Sonic Englewood M, Inc. | Colorado | 73-1627281 |
| Sonic eStore, Inc. | North Carolina | 01-0689836 |
| Sonic Fort Mill Chrysler Jeep, Inc. | South Carolina | 56-2044964 |

| Subsidiary | State of Organization | IRS Employer ID No. |
|--|------------------------------|----------------------------|
| Sonic Fort Mill Dodge, Inc. | South Carolina | 58-2285505 |
| Sonic-Fort Worth T, L.P | Texas | 75-2897202 |
| Sonic Frank Parra Autoplex, L.P. | Texas | 82-0552132 |
| Sonic Fremont, Inc. | California | 20-5957935 |
| Sonic Harbor City H, Inc. | California | 95-4876347 |
| Sonic Houston JLR, LP | Texas | 20-5961741 |
| Sonic Houston LR, LP | Texas | 20-0168127 |
| Sonic Houston V, L.P. | Texas | 76-0684038 |
| Sonic-Integrity Dodge LV, LLC | Nevada | 88-0430677 |
| Sonic Jersey Village Volkswagen, L.P. | Texas | 42-1597939 |
| Sonic Lake Norman Chrysler Jeep, LLC | North Carolina | 56-2044997 |
| Sonic-Las Vegas C East, LLC | Nevada | 88-0470273 |
| Sonic-Las Vegas C West, LLC | Nevada | 88-0470284 |
| Sonic-Lloyd Nissan, Inc. | Florida | 59-3560057 |
| Sonic-Lloyd Pontiac-Cadillac, Inc. | Florida | 59-3560058 |
| Sonic Lone Tree Cadillac, Inc. | Colorado | 75-2994986 |
| Sonic LS, LLC | Delaware | 68-0510218 |
| Sonic LS Chevrolet, L.P. | Texas | 76-0594652 |
| Sonic-Lute Riley, L. P. | Texas | 75-2812871 |
| Sonic-Manhattan Fairfax, Inc. | Virginia | 52-2173072 |
| Sonic Massey Cadillac, L.P. | Texas | 46-0465823 |
| Sonic Massey Chevrolet, Inc. | California | 73-1626792 |
| Sonic Massey Pontiac Buick GMC, Inc. | Colorado | 71-0868348 |
| Sonic Mesquite Hyundai, L.P. | Texas | 75-3090092 |
| Sonic Momentum B, L.P. | Texas | 20-0161887 |
| Sonic Momentum JVP, L.P. | Texas | 20-0163315 |
| Sonic Momentum VWA, L.P. | Texas | 20-0163368 |
| Sonic-Newsome Chevrolet World, Inc. | South Carolina | 57-1077344 |
| Sonic-Newsome of Florence, Inc. | South Carolina | 57-1077343 |
| Sonic-North Charleston, Inc. | South Carolina | 58-2460639 |
| Sonic-North Charleston Dodge, Inc. | South Carolina | 58-2479700 |
| Sonic of Texas, Inc. | Texas | 76-0586661 |
| Sonic Okemos Imports, Inc. | Michigan | 20-2258139 |
| Sonic Peachtree Industrial Blvd., L.P. | Georgia | 56-2089761 |
| Sonic Plymouth Cadillac, Inc. | Michigan | 30-0040929 |
| Sonic-Reading, L.P. | Texas | 76-0605765 |
| Sonic Resources, Inc. | Nevada | 88-0508574 |
| Sonic-Richardson F, L.P. | Texas | 75-2901775 |
| Sonic-Riverside Auto Factory, Inc. | Oklahoma | 73-1591124 |
| Sonic-Sam White Nissan, L.P. | Texas | 76-0597722 |
| Sonic Sanford Cadillac, Inc. | Florida | 01-0595473 |
| Sonic Santa Monica M, Inc. | California | 20-2610019 |
| Sonic Santa Monica S, Inc. | California | 20-4402178 |
| Sonic Saturn of Silicon Valley, Inc. | California | 20-0163283 |
| Sonic Serramonte I, Inc. | California | 81-0575704 |
| Sonic-Shottenkirk, Inc. | Florida | 56-3575773 |
| Sonic South Cadillac, Inc. | Florida | Not Applicable |
| Sonic-Stevens Creek B, Inc. | California | 94-2261540 |
| Sonic Stone Mountain T, L.P. | Georgia | 20-0163252 |
| Sonic Tysons Corner H, Inc. | Virginia | 20-3544845 |
| Sonic Tysons Corner Infiniti, Inc. | Virginia | 20-3545061 |
| Sonic University Park A, L.P. | Texas | 75-2963437 |

| Subsidiary | State of Organization | IRS Employer ID No. |
|-------------------------------|------------------------------|----------------------------|
| Sonic-Volvo LV, LLC | Nevada | 88-0437180 |
| Sonic Walnut Creek M, Inc. | California | 42-1591184 |
| Sonic West Covina T, Inc. | California | 95-4876089 |
| Sonic-Williams Cadillac, Inc. | Alabama | 63-1213084 |
| Sonic Wilshire Cadillac, Inc. | California | 20-5004388 |
| SRE Alabama 2, LLC | Alabama | 56-2202484 |
| SRE Alabama 3, LLC | Alabama | 56-2206042 |
| SRE Alabama 4, LLC | Alabama | 87-0696606 |
| SRE Alabama 5, LLC | Alabama | 20-0162209 |
| SrealEstate Arizona-1, LLC | Arizona | 86-0996112 |
| SrealEstate Arizona-2, LLC | Arizona | 88-0468215 |
| SrealEstate Arizona-3, LLC | Arizona | 88-0468217 |
| SrealEstate Arizona-4, LLC | Arizona | 88-0468213 |
| SrealEstate Arizona-5, LLC | Arizona | 86-1063441 |
| SrealEstate Arizona-6, LLC | Arizona | 42-1591193 |
| SrealEstate Arizona-7, LLC | Arizona | 20-0150251 |
| SRE California 1, LLC | California | 74-3040427 |
| SRE California 2, LLC | California | 74-3040911 |
| SRE California 3, LLC | California | 45-0475638 |
| SRE California 4, LLC | California | 74-3041078 |
| SRE California 5, LLC | California | 47-0861563 |
| SRE California 6, LLC | California | 41-2038013 |
| SRE Colorado 1, LLC | Colorado | 87-0696649 |
| SRE Colorado 2, LLC | Colorado | 87-0696643 |
| SRE Colorado 3, LLC | Colorado | 20-0150257 |
| SRE Florida-1, LLC | Florida | 58-2560889 |
| SRE Florida-2, LLC | Florida | 58-2560900 |
| SRE Florida-3, LLC | Florida | 58-2560868 |
| SRE Georgia-1, L.P. | Georgia | 58-2560891 |
| SRE Georgia-2, L.P. | Georgia | 58-2555514 |
| SRE Georgia-3, L.P. | Georgia | 58-2554985 |
| SRE Holding, LLC | North Carolina | 56-2198745 |
| SRE Maryland 1, LLC | Maryland | 20-0162227 |
| SRE Maryland 2, LLC | Maryland | 20-0162236 |
| SRE Michigan 3, LLC | Michigan | 32-0011078 |
| SRE Nevada 1, LLC | Nevada | 88-0468209 |
| SRE Nevada 2, LLC | Nevada | 88-0465280 |
| SRE Nevada 3, LLC | Nevada | 88-0465279 |
| SRE Nevada 4, LLC | Nevada | 68-0552010 |
| SRE Nevada 5, LLC | Nevada | 73-1638705 |
| SRE North Carolina 1, LLC | North Carolina | 20-0162253 |
| SRE North Carolina 2, LLC | North Carolina | 20-0162267 |
| SRE North Carolina 3, LLC | North Carolina | 20-0162281 |
| SRE Oklahoma 1, LLC | Oklahoma | 20-0150172 |
| SRE Oklahoma 2, LLC | Oklahoma | 87-0696541 |
| SRE Oklahoma 3, LLC | Oklahoma | 87-0696522 |
| SRE Oklahoma 4, LLC | Oklahoma | 20-0150244 |
| SRE Oklahoma 5, LLC | Oklahoma | 20-0150266 |
| SRE South Carolina 2, LLC | South Carolina | 58-2560892 |
| SRE South Carolina 3, LLC | South Carolina | 54-2106363 |
| SRE South Carolina 4, LLC | South Carolina | 03-0431822 |
| SRE Tennessee-1, LLC | Tennessee | 56-2200186 |

| Subsidiary | State of Organization | IRS Employer ID No. |
|-------------------------------------|------------------------------|----------------------------|
| SRE Tennessee-2, LLC | Tennessee | 56-2202429 |
| SRE Tennessee-3, LLC | Tennessee | 56-2202479 |
| SRE Tennessee-4, LLC | Tennessee | 20-0162289 |
| SRE Tennessee-5, LLC | Tennessee | 20-0162295 |
| SRE Tennessee-6, LLC | Tennessee | 20-0162304 |
| SRE Tennessee-7, LLC | Tennessee | 20-0162314 |
| SRE Tennessee-8, LLC | Tennessee | 20-0162318 |
| SRE Tennessee-9, LLC | Tennessee | 20-0162324 |
| SRE Texas-1, L.P. | Texas | 74-2962385 |
| SRE Texas-2, L.P. | Texas | 74-2963860 |
| SRE Texas-3, L.P. | Texas | 74-2963859 |
| SRE Texas-4, L.P. | Texas | 45-0474729 |
| SRE Texas-5, L.P. | Texas | 77-0589837 |
| SRE Texas-6, L.P. | Texas | 90-0079415 |
| SRE Texas-7, L.P. | Texas | 33-1001169 |
| SRE Texas-8, L.P. | Texas | 82-0540594 |
| SRE Virginia 1, LLC | Virginia | 52-2252370 |
| SRE Virginia 2, LLC | Virginia | 20-0162340 |
| Stevens Creek Cadillac, Inc. | California | 77-0093380 |
| Town and Country Ford, Incorporated | North Carolina | 56-0887416 |
| Village Imported Cars, Inc. | Maryland | 52-0896186 |
| Windward, Inc. | Hawaii | 94-2659042 |
| Z Management, Inc. | Colorado | 84-1172797 |

The primary standard industrial classification of all of the additional registrants is 5511. The principal executive office of all of the additional registrants is 5401 East Independence Boulevard, Charlotte, North Carolina 28212. Their telephone number is (704) 566-2400.

EXPLANATORY NOTE

This Amendment No. 2 to Registration Statement on Form S-3 is being filed solely for the purpose of filing Exhibits 5.1, 5.2, 23.1, 23.2, 23.3 and 23.4.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

Except for the SEC Registration Fee, the following table sets forth the estimated expenses in connection with the distribution of the securities covered by this Registration Statement. All of the expenses will be borne by Sonic except as otherwise indicated.

| | |
|---|-------------------|
| SEC registration fee | \$ 17,063 |
| Fees and expenses of accountants | \$ 50,000 |
| Fees and expenses of legal counsel | \$ 125,000 |
| Fees and expenses of trustee and transfer agent | \$ 10,000 |
| Printing and engraving expenses | \$ 25,000 |
| Miscellaneous | \$ 22,937 |
| Total | \$ 250,000 |

Item 15. Indemnification of Directors and Officers.

Sonic's Bylaws effectively provide that Sonic shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time (Section 145), indemnify all persons whom it may indemnify pursuant thereto. In addition, Sonic's Certificate of Incorporation eliminates personal liability of its directors to the full extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as amended from time to time (Section 102(b)(7)).

Section 145 permits a corporation to indemnify its directors and officers against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by a third party if such directors or officers acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. In a derivative action, indemnification may be made only for expenses actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant officers or directors are reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Section 102(b)(7) provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for willful or negligent conduct in paying dividends or repurchasing stock out of other than lawfully available funds or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Sonic maintains insurance against liabilities under the Securities Act for the benefit of its officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 16. Exhibits.

The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of Sonic under the Securities Act or the Exchange Act as indicated in parenthesis:

| Exhibit No. | Description |
|--------------------|--|
| 4.1* | Amended and Restated Certificate of Incorporation of Sonic (incorporated by reference to Exhibit 3.1 to Sonic's Registration Statement on Form S-1 (Reg. No. 333-33295) (the "Form S-1")). |
| 4.2* | Certificate of Amendment to Sonic's Amended and Restated Certificate of Incorporation effective June 18, 1999 (incorporated by reference to Exhibit 3.2 to Sonic's Annual Report on Form 10-K for the year ended December 31, 1999). |
| 4.3* | Amended and Restated Bylaws of Sonic (as amended February 9, 2006) (incorporated by reference to Exhibit 3.1 to Sonic's Current Report on Form 8-K filed February 13, 2006). |
| 4.4* | Specimen Certificate representing Class A common stock (incorporated by reference to Exhibit 4.1 to the Form S-1). |
| 4.5* | Indenture, dated as of May 7, 2009, among Sonic Automotive, Inc., the guarantors set forth on the signature pages thereto and U.S. Bank National Association, as Trustee. |
| 4.6* | Form of Series A Note (included in Exhibit 4.5 to the Form S-3). |
| 4.7* | Registration Rights Agreement (Equity), dated as of May 7, 2009, by and among Sonic Automotive, Inc. and the subscribers set forth on the signature page thereto. |
| 4.8* | Registration Rights Agreement (Debt), dated as of May 7, 2009, by and among Sonic Automotive, Inc. and subscribers set forth on the signature page thereto. |
| 4.9* | Security Agreement, dated as of May 7, 2009, among Sonic Automotive, Inc., the subsidiaries party thereto and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.1 to Sonic's Current Report on Form 8-K filed May 13, 2009 (the "May 8-K")). |
| 4.10* | Securities Pledge Agreement, dated as of May 7, 2009, among Sonic Automotive, Inc., the subsidiaries party thereto and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.2 to the May 8-K). |
| 4.11* | Security Agreement (Escrowed Equity), dated as of May 7, 2009, among Sonic Automotive, Inc., the subsidiaries party thereto and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.3 to the May 8-K). |
| 4.12* | Form of Stock Purchase Agreement, dated as of May 4, 2009, between Sonic Automotive, Inc. and the selling securityholders identified therein. |
| 5.1 | Opinion of Moore & Van Allen PLLC regarding the legality of certain of the shares of Class A common stock being registered. |
| 5.2 | Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP regarding the legality and enforceability of the Notes and the legality of the shares of Class A common stock issuable upon conversion of the Notes being registered. |
| 12.1* | Statement regarding Computation of Ratio of Earnings to Fixed Charges. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Moore & Van Allen PLLC (included in Exhibit 5.1). |
| 23.4 | Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.2). |
| 24.1* | Powers of Attorney (included in Signature Pages of Registration Statement). |
| 25.1* | Form T-1 Statement of Eligibility and Qualification Under Trust Indenture Act of 1939 of Trustee. |

* Previously filed.

Item 17. Undertakings

Each of the undersigned registrants hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by a registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter,

such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of a registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of their counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by them is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

SONIC AUTOMOTIVE, INC.
On behalf of itself and the following entity as
Managing Member:
SAI COLUMBUS T, LLC

By: /s/ David P. Cospers
 David P. Cospers
 Vice Chairman and Chief Financial Officer

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

| Signature | Title | Date |
|--|---|-----------------|
| * O. Bruton Smith | Chairman, Chief Executive Officer and Director (principal executive officer) | August 10, 2009 |
| * B. Scott Smith | President, Chief Strategic Officer and Director | August 10, 2009 |
| /s/ David P. Cospers David P. Cospers | Vice Chairman and Chief Financial Officer (principal financial and accounting officer) | August 10, 2009 |
| David B. Smith | Executive Vice President and Director | |
| * William I. Belk | Director | August 10, 2009 |

| Signature | Title | Date |
|-------------------|----------|-----------------|
| * | Director | August 10, 2009 |
| William R. Brooks | | |
| * | Director | August 10, 2009 |
| Victor H. Doolan | | |
| * | Director | August 10, 2009 |
| H. Robert Heller | | |
| * | Director | August 10, 2009 |
| Robert L. Rewey | | |
| * | Director | August 10, 2009 |

David C. Vorhoff

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

ARNGAR, INC.

AUTOBAHN, INC.

AVALON FORD, INC.

CASA FORD OF HOUSTON, INC.

FAA AUTO FACTORY, INC.

FAA BEVERLY HILLS, INC.

FAA CAPITOL F, INC.

FAA CAPITOL N, INC.

FAA CONCORD H, INC.

FAA CONCORD N, INC.

FAA CONCORD T, INC.

FAA DUBLIN N, INC.

FAA DUBLIN VWD, INC.

FAA HOLDING CORP.

FAA MARIN F, INC.

FAA MARIN LR, INC.

FAA POWAY G, INC.

FAA POWAY H, INC.

FAA POWAY T, INC.

FAA SAN BRUNO, INC.

FAA SANTA MONICA V, INC.

FAA SERRAMONTE, INC.

FAA SERRAMONTE H, INC.

FAA SERRAMONTE L, INC.

FAA STEVENS CREEK, INC.

FAA TORRANCE CPJ, INC.

FORT MILL FORD, INC.

FRANCISCAN MOTORS, INC.

FRONTIER OLDSMOBILE-CADILLAC, INC.

HMC FINANCE ALABAMA, INC.

KRAMER MOTORS INCORPORATED

L DEALERSHIP GROUP, INC.

MARCUS DAVID CORPORATION

ROYAL MOTOR COMPANY, INC.

SAI AL HC1, INC.

SAI AL HC2, INC.

On behalf of itself and the following entity as Managing Member:

SAI IRONDALE L, LLC

SAI LONG BEACH B, INC.

SAI MD HC1, INC.

On behalf of itself and the following entity as Managing Member:

SAI ROCKVILLE L, LLC

SAI MONROVIA B, INC.

SAI NC HC2, INC.

SAI OH HC1, INC.

SAI OK HC1, INC.

On behalf of itself and the following entities as Managing Member:

SAI OKLAHOMA CITY T, LLC

SAI TULSA T, LLC

SAI VA HC1, INC.

SANTA CLARA IMPORTED CARS, INC.

SONIC AUTOMOTIVE 1495 AUTOMALL DRIVE, COLUMBUS, INC.

SONIC AUTOMOTIVE 2424 LAURENS RD., GREENVILLE, INC.

SONIC AUTOMOTIVE 2752 LAURENS RD., GREENVILLE, INC.

SONIC AUTOMOTIVE 3700 WEST BROAD STREET, COLUMBUS, INC.

SONIC AUTOMOTIVE 4000 WEST BROAD STREET, COLUMBUS, INC.

SONIC BUENA PARK H, INC.

SONIC CALABASAS A, INC.

SONIC CALABASAS M, INC.

SONIC CALABASAS V, INC.

SONIC CAPITOL IMPORTS, INC.

SONIC CARSON F, INC.

SONIC CARSON LM, INC.

SONIC COAST CADILLAC, INC.

SONIC DOWNEY CADILLAC, INC.

SONIC ESTORE, INC.

SONIC FORT MILL CHRYSLER JEEP, INC.

SONIC FORT MILL DODGE, INC.

SONIC FREMONT, INC.

SONIC HARBOR CITY H, INC.

SONIC MANHATTAN FAIRFAX, INC.

SONIC MASSEY CHEVROLET, INC.

SONIC NEWSOME CHEVROLET WORLD, INC.

SONIC NEWSOME OF FLORENCE, INC.

SONIC NORTH CHARLESTON, INC.

SONIC NORTH CHARLESTON DODGE, INC.

SONIC RIVERSIDE AUTO FACTORY, INC.

SONIC SANTA MONICA M, INC.

SONIC SANTA MONICA S, INC.

SONIC SATURN OF SILICON VALLEY, INC.

SONIC SERRAMONTE I, INC.

SONIC STEVENS CREEK B, INC.

SONIC TYSONS CORNER H, INC.

SONIC TYSONS CORNER INFINITI, INC.

SONIC WALNUT CREEK M, INC.

SONIC WEST COVINA T, INC.

SONIC WILLIAMS CADILLAC, INC.

SONIC WILSHIRE CADILLAC, INC.

STEVENS CREEK CADILLAC, INC.

TOWN AND COUNTRY FORD, INCORPORATED

VILLAGE IMPORTED CARS, INC.

WINDWARD, INC.

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|---|-----------------|
| * | President and Director (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| * | Vice President and Director | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

FIRSTAMERICA AUTOMOTIVE, INC.

By: /s/ David P. Cospers
 David P. Cospers
 Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | Chairman, Chief Executive Officer and Director (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| * | President and Director | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
 Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

MOUNTAIN STATES MOTORS CO., INC.

SAI FL HC1, INC.

SAI FL HC2, INC.

**On behalf of itself and the following entity as
Managing Member:**

SAI CLEARWATER T, LLC

SAI FL HC3, INC.

SAI FL HC4, INC.

SAI FL HC5, INC.

SAI FL HC6, INC.

SAI FL HC7, INC.

**SONIC AUTOMOTIVE 1720 MASON AVE., DB,
INC.**

**SONIC AUTOMOTIVE 6008 N. DALE MABRY,
FL, INC.**

SONIC DENVER T, INC.

SONIC DENVER VOLKSWAGEN, INC.

SONIC ENGLEWOOD M, INC.

SONIC LLOYD NISSAN, INC.

SONIC LLOYD PONTIAC CADILLAC, INC.

SONIC LONE TREE CADILLAC, INC.

SONIC MASSEY PONTIAC BUICK GMC, INC.

SONIC SANFORD CADILLAC, INC.

SONIC SHOTTENKIRK, INC.

SONIC SOUTH CADILLAC, INC.

Z MANAGEMENT, INC.

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

II-11

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

| Signature | Title | Date |
|----------------------|---|-----------------|
| * | Director | August 10, 2009 |
| O. Bruton Smith | | |
| * | President and Director (principal executive officer) | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

ANTREV, LLC

ONTARIO L, LLC

SAI ATLANTA B, LLC

SAI BROKEN ARROW C, LLC

SAI CHARLOTTE M, LLC

SAI COLUMBUS MOTORS, LLC

SAI COLUMBUS VWK, LLC

SAI IRONDALE IMPORTS, LLC

SAI MONTGOMERY, B, LLC

SAI MONTGOMERY BCH, LLC

SAI MONTGOMERY CH, LLC

SAI OKLAHOMA CITY C, LLC

SAI OKLAHOMA CITY H, LLC

SAI RIVERSIDE C, LLC

SAI ROCKVILLE IMPORTS, LLC

SAI TULSA N, LLC

SONIC AUTOMOTIVE 9103 E. INDEPENDENCE, NC, LLC

SONIC DEVELOPMENT, LLC

SONIC LAKE NORMAN CHRYSLER JEEP, LLC

SONIC LS, LLC

On behalf of itself and the following entity as General Partner:

SONIC LS CHEVROLET, L.P.

SRE HOLDING, LLC

SRE ALABAMA-2, LLC

SRE ALABAMA-3, LLC

SRE ALABAMA-4, LLC

SRE ALABAMA-5, LLC

SREALESTATE ARIZONA-1, LLC

SREALESTATE ARIZONA-2, LLC

SREALESTATE ARIZONA-3, LLC

SREALESTATE ARIZONA-4, LLC

SREALESTATE ARIZONA-5, LLC

SREALESTATE ARIZONA-6, LLC

SREALESTATE ARIZONA-7, LLC

SRE OKLAHOMA-1, LLC

SRE OKLAHOMA-2, LLC

SRE OKLAHOMA-3, LLC

SRE OKLAHOMA-4, LLC

SRE OKLAHOMA-5, LLC

SRE SOUTH CAROLINA-2, LLC

SRE VIRGINIA-1, LLC

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

Edgar Filing: ARNGAR INC - Form S-3/A

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

| Signature | Title | Date |
|--|---|-----------------|
| * O. Bruton Smith | President and Manager (principal executive officer) | August 10, 2009 |
| * B. Scott Smith | Vice President and Manager | August 10, 2009 |
| /s/ David P. Cospers David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

ADI OF THE SOUTHEAST LLC

SRE CALIFORNIA-1, LLC

SRE CALIFORNIA-2, LLC

SRE CALIFORNIA-3, LLC

SRE CALIFORNIA-4, LLC

SRE CALIFORNIA-5, LLC

SRE CALIFORNIA-6, LLC

SRE MARYLAND-1, LLC

SRE MARYLAND-2, LLC

SRE MICHIGAN-3, LLC

SRE SOUTH CAROLINA-3, LLC

SRE SOUTH CAROLINA-4, LLC

SRE TENNESSEE-4, LLC

SRE TENNESSEE-5, LLC

SRE TENNESSEE-6, LLC

SRE TENNESSEE-7, LLC

SRE TENNESSEE-8, LLC

SRE TENNESSEE-9, LLC

SRE VIRGINIA-2, LLC

By: /s/ David P. Cosper
David P. Cosper
Vice President and Treasurer

Edgar Filing: ARNGAR INC - Form S-3/A

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

| Signature | Title | Date |
|----------------------|---|-----------------|
| * | Chief Executive Officer and Manager (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| * | President and Manager | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

CORNERSTONE ACCEPTANCE CORPORATION

FRANK PARRA AUTOPLEX, INC.

MASSEY CADILLAC, INC.

MASSEY CADILLAC, INC.

SONIC AGENCY, INC.

SONIC CAPITOL CADILLAC, INC.

SONIC OF TEXAS, INC.

On behalf of itself and the following entities as General Partner:

PHILPOTT MOTORS, LTD.

SONIC ADVANTAGE PA, L.P.

SONIC AUTOMOTIVE 3401 N. MAIN, TX, L.P.

SONIC AUTOMOTIVE 4701 I-10 EAST, TX, L.P.

SONIC AUTOMOTIVE 5221 I-10 EAST, TX, L.P.

SONIC AUTOMOTIVE OF TEXAS, L.P.

SONIC CADILLAC D, L.P.

SONIC CAMP FORD, L.P.

SONIC CARROLLTON V, L.P.

SONIC CLEAR LAKE N, LP

SONIC CLEAR LAKE VOLKSWAGEN, LP

SONIC FORT WORTH T, L.P.

SONIC FRANK PARRA AUTOPLEX, LP

SONIC HOUSTON JLR, LP

SONIC HOUSTON LR, L.P.

SONIC HOUSTON V, L.P.

SONIC JERSEY VILLAGE VOLKSWAGEN, LP

SONIC LUTE RILEY, L.P.

SONIC MASSEY CADILLAC, L.P.

SONIC MESQUITE HYUNDAI, LP

SONIC MOMENTUM B, LP

SONIC MOMENTUM JVP, LP

SONIC MOMENTUM VWA, LP

SONIC READING, L.P.

SONIC RICHARDSON F, L.P.

SONIC SAM WHITE NISSAN, L.P.

SONIC UNIVERSITY PARK A, L.P.

SRE TEXAS-1, L.P.

SRE TEXAS-2, L.P.

SRE TEXAS-3, L.P.

SRE TEXAS-4, L.P.

SRE TEXAS-5, L.P.

SRE TEXAS-6, L.P.

SRE TEXAS-7, L.P.

SRE TEXAS-8, L.P.

SONIC OKEMOS IMPORTS, INC.

SONIC PLYMOUTH CADILLAC, INC.

By: /s/ David P. Cospers
 David P. Cospers
 Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|---|-----------------|
| * | President and Director (principal executive officer) | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |
| * | Secretary and Director | August 10, 2009 |
| Stephen K. Coss | | |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
 Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

FORT MYERS COLLISION CENTER, LLC

SAI FORT MYERS B, LLC

SAI FORT MYERS H, LLC

SAI FORT MYERS M, LLC

SAI FORT MYERS VW, LLC

SAI ORLANDO CS, LLC

SONIC AUTOMOTIVE 1720 MASON AVE., DB, LLC

SRE COLORADO 1, LLC

SRE COLORADO 2, LLC

SRE COLORADO 3, LLC

SRE FLORIDA 1, LLC

SRE FLORIDA 2, LLC

SRE FLORIDA 3, LLC

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | Manager | August 10, 2009 |
| O. Bruton Smith | | |
| * | President and Manager (principal executive officer) | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |

Edgar Filing: ARNGAR INC - Form S-3/A

David P. Cospes, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospes
Attorney-in-fact

II-19

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

SONIC DIVISIONAL OPERATIONS, LLC

SONIC INTEGRITY DODGE LV, LLC

SONIC LAS VEGAS C EAST, LLC

SONIC LAS VEGAS C WEST, LLC

SONIC VOLVO LV, LLC

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|--|---|-----------------|
| * O. Bruton Smith | Chief Executive Officer (principal executive officer) | August 10, 2009 |
| * B. Scott Smith | President and Manager | August 10, 2009 |
| /s/ David P. Cospers David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| * Stephen K. Coss | Secretary and Manager | August 10, 2009 |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

FAA LAS VEGAS H, INC.

SONIC RESOURCES, INC.

By: /s/ David P. Cospers
 David P. Cospers
 Vice President and Treasurer

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

| Signature | Title | Date |
|--|---|-----------------|
| * O. Bruton Smith | Chairman and Chief Executive Officer (principal executive officer) | August 10, 2009 |
| * B. Scott Smith | President and Director | August 10, 2009 |
| /s/ David P. Cospers David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| * Stephen K. Coss | Secretary and Director | August 10, 2009 |

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
 Attorney-in-fact

SIGNATURES

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SONIC AUTOMOTIVE OF NEVADA, INC.

**On behalf of itself and the following entities as
Managing Member:**

SAI GEORGIA, LLC

**On behalf of itself and the following entities as
General Partner:**

SAI GA HC1, LP

**On behalf of itself and the following entity as
Managing Member:**

SAI STONE MOUNTAIN T, LLC

SONIC PEACHTREE INDUSTRIAL BLVD., L.P.

SONIC STONE MOUNTAIN T, LP

SRE GEORGIA 1, LP

SRE GEORGIA 2, LP

SRE GEORGIA 3, LP

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|--|---|-----------------|
| * O. Bruton Smith | Chief Executive Officer and Director (principal executive officer) | August 10, 2009 |
| /s/ David P. Cospers David P. Cospers | Vice President, Treasurer and Director (principal financial and accounting officer) | August 10, 2009 |
| * | Secretary and Director | August 10, 2009 |

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Stephen K. Coss

David P. Cospier, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospier
Attorney-in-fact

II-22

SIGNATURES

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SRE NEVADA 1, LLC

SRE NEVADA 2, LLC

SRE NEVADA 3, LLC

SRE NEVADA 4, LLC

SRE NEVADA 5, LLC

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | Manager | August 10, 2009 |
| O. Bruton Smith | | |
| * | President (principal executive officer) | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |
| * | Secretary and Manager | August 10, 2009 |

Stephen K. Coss

David P. Cospers, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cospers
Attorney-in-fact

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SAI NASHVILLE MOTORS, LLC

SONIC CHATTANOOGA D EAST, LLC

By: /s/ David P. Cosper
David P. Cosper
Vice President and Treasurer

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

| Signature | Title | Date |
|---------------------|---|-----------------|
| * | President (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| * | Vice President and Manager | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cosper | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cosper | | |
| * | Secretary and Manager | August 10, 2009 |

Stephen K. Coss

David P. Cosper, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cosper
Attorney-in-fact

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SONIC AUTOMOTIVE F&I, LLC

SONIC AUTOMOTIVE SUPPORT, LLC

SONIC AUTOMOTIVE WEST, LLC

By: /s/ David P. Cosper
 David P. Cosper
 Vice President and Treasurer

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

| Signature | Title | Date |
|---------------------|--|-----------------|
| * | Chairman and Chief Executive Officer (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| /s/ David P. Cosper | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cosper | | |
| * | Manager | August 10, 2009 |
| Greg Young | | |
| * | Secretary and Manager | August 10, 2009 |

Stephen K. Coss

David P. Cosper, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cosper
 Attorney-in-fact

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SAI ANN ARBOR IMPORTS, LLC

SAI LANSING CH, LLC

SAI PLYMOUTH C, LLC

By: /s/ David P. Cospers
 David P. Cospers
 Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | President and Manager (principal executive officer) | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |
| * | Secretary and Manager | August 10, 2009 |
| Stephen K. Coss | | |

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/s/ David P. Cospers
 Attorney-in-fact

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SAI PEACHTREE, LLC

SONIC AUTOMOTIVE 5260 PEACHTREE INDUSTRIAL BLVD., LLC

SRE TENNESSEE 1, LLC

SRE TENNESSEE 2, LLC

SRE TENNESSEE 3, LLC

By: /s/ David P. Cosper
David P. Cosper
Vice President and Treasurer

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

| Signature | Title | Date |
|--|--|-----------------|
| * O. Bruton Smith | President and Governor (principal executive officer) | August 10, 2009 |
| * B. Scott Smith | Vice President and Governor | August 10, 2009 |
| /s/ David P. Cosper David P. Cosper | Vice President, Treasurer and Governor (principal financial and accounting officer) | August 10, 2009 |

David P. Cosper, by signing his name below, signs this document on behalf of each of the above-named persons specified with an asterisk (*), pursuant to a power of attorney duly executed by such persons, filed with the Securities and Exchange Commission in the Registrants Registration Statement on Form S-3 on July 6, 2009.

/s/ David P. Cosper
Attorney-in-fact

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SAI NASHVILLE CSH, LLC

SAI NASHVILLE H, LLC

SAI NASHVILLE M, LLC

SAI TN HC1, LLC

SAI TN HC2, LLC

SAI TN HC3, LLC

**SONIC AUTOMOTIVE 2490 SOUTH LEE
HIGHWAY, LLC**

SONIC AUTOMOTIVE OF CHATTANOOGA, LLC

SONIC AUTOMOTIVE OF NASHVILLE, LLC

**SONIC 2185 CHAPMAN RD., CHATTANOOGA,
LLC**

By: /s/ David P. Cospers
David P. Cospers
Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | President (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| * | Chief Manager and Governor | August 10, 2009 |
| B. Scott Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Governor (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |
| * | Secretary and Governor | August 10, 2009 |
| Stephen K. Coss | | |

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/s/ David P. Cospes
Attorney-in-fact

II-28

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Charlotte, state of North Carolina, on August 10, 2009.

SRE NORTH CAROLINA 1, LLC

SRE NORTH CAROLINA 2, LLC

SRE NORTH CAROLINA 3, LLC

By: /s/ David P. Cospers
 David P. Cospers
 Vice President and Treasurer

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

| Signature | Title | Date |
|----------------------|--|-----------------|
| * | Chief Executive Officer and Manager (principal executive officer) | August 10, 2009 |
| O. Bruton Smith | | |
| /s/ David P. Cospers | Vice President, Treasurer and Manager (principal financial and accounting officer) | August 10, 2009 |
| David P. Cospers | | |
| * | Secretary and Manager | August 10, 2009 |
| Stephen K. Coss | | |

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/s/ David P. Cospers
 Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 5.1 | Opinion of Moore & Van Allen PLLC regarding the legality of certain of the shares of Class A common stock being registered. |
| 5.2 | Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP regarding the legality and enforceability of the Notes and the legality of the shares of Class A common stock issuable upon conversion of the Notes being registered. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Moore& Van Allen PLLC (included in Exhibit 5.1). |
| 23.4 | Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.2). |