

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)

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

6415 Idlewild Road, Suite 109
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.

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:

<u>Subsidiary</u>	<u>State of Organization</u>	<u>IRS Employer ID No.</u>
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

<u>Subsidiary</u>	<u>State of Organization</u>	<u>IRS Employer ID No.</u>
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:

<u>Exhibit No.</u>	<u>Description</u>
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. Cosper
David P. Cosper
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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ 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. Cosper _____ David P. Cosper	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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ 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	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

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. Cosp
David P. Cosp
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:

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

David P. Cosp, 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. Cosp
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. 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> O. Bruton Smith	Chairman, Chief Executive Officer and Director (principal executive officer)	August 10, 2009
<u>*</u> B. Scott Smith	President and Director	August 10, 2009
<u>/s/ David P. Cosper</u> David P. Cosper	Vice President, Treasurer and Director (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

SIGNATURES

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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. Cosp

David P. Cosp

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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ O. Bruton Smith	Director	August 10, 2009
* _____ B. Scott Smith	President 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

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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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. Cosp
David P. Cosp
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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ 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

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**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. 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ O. Bruton Smith	Chief Executive Officer and Manager (principal executive officer)	August 10, 2009
* _____ B. Scott Smith	President and Manager	August 10, 2009
/s/ David P. Cosper _____ David P. Cosper	Vice President, Treasurer and Manager (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

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. Cosp
David P. Cosp
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:

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

David P. Cosp, 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. Cosp
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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> O. Bruton Smith	Manager	August 10, 2009
<u>*</u> B. Scott Smith	President and Manager (principal executive officer)	August 10, 2009
<u>/s/ David P. Cospers</u> 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.

**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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ 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:

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

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 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 HCl, 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. Cosp
David P. Cosp
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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> O. Bruton Smith	Chief Executive Officer and Director (principal executive officer)	August 10, 2009
<u>/s/ David P. Cosp</u> David P. Cosp	Vice President, Treasurer and Director (principal financial and accounting officer)	August 10, 2009
<u>*</u> Stephen K. Coss	Secretary and Director	August 10, 2009

David P. Cosp, 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. Cosp
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.

**SRE NEVADA – 1, LLC
SRE NEVADA – 2, LLC
SRE NEVADA – 3, LLC
SRE NEVADA – 4, LLC
SRE NEVADA – 5, 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ O. Bruton Smith	Manager	August 10, 2009
* _____ B. Scott Smith	President (principal executive officer)	August 10, 2009
/s/ David P. Cosper _____ David P. Cosper	Vice President, Treasurer and Manager (principal financial and accounting officer)	August 10, 2009
* _____ Stephen K. Coss	Secretary and Manager	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

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.

**SAI NASHVILLE MOTORS, LLC
SONIC – CHATTANOOGA D EAST, 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:

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

**SONIC AUTOMOTIVE F&I, LLC
SONIC AUTOMOTIVE SUPPORT, LLC
SONIC AUTOMOTIVE WEST, 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ O. Bruton Smith	Chairman and Chief Executive Officer (principal executive officer)	August 10, 2009
/s/ David P. Cospers _____ David P. Cospers	Vice President, Treasurer and Manager (principal financial and accounting officer)	August 10, 2009
* _____ Greg Young	Manager	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.

SAI ANN ARBOR IMPORTS, LLC
SAI LANSING CH, LLC
SAI PLYMOUTH C, LLC

By: /s/ David P. Cosp
David P. Cosp
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:

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

David P. Cosp, 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. Cosp
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.

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. Cospier
David P. Cospier
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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <hr/> O. Bruton Smith	President and Governor (principal executive officer)	August 10, 2009
* <hr/> B. Scott Smith	Vice President and Governor	August 10, 2009
<u>/s/ David P. Cospier</u> David P. Cospier	Vice President, Treasurer and Governor (principal financial and accounting officer)	August 10, 2009

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

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.

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:

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

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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ O. Bruton Smith	Chief Executive Officer and Manager (principal executive officer)	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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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).

Moore & Van Allen

Moore & Van Allen PLLC
Attorneys at Law

Suite 4700
100 North Tryon Street
Charlotte, NC 28202-4003

T 704 331 1000
F 704 331 1159
www.mvalaw.com

August 10, 2009

Board of Directors
Sonic Automotive, Inc.
6415 Idlewild Road, Suite 109
Charlotte, North Carolina 28212

Re: Registration Statement on Form S-3

Dear Sirs:

We are acting as counsel for Sonic Automotive, Inc., a Delaware corporation (the "Company"), in connection with the registration on a Registration Statement on Form S-3, as may be amended or supplemented from time to time (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale of 1,348,519 shares of Class A common stock, par value \$0.01 per share, of the Company (the "Shares") issued in a private placement on May 7, 2009 and to be sold as set forth in the prospectus contained in the Registration Statement.

In rendering our opinion, we have examined, and are familiar with, and have relied as to factual matters solely upon, originals or copies certified, or otherwise identified to our satisfaction, of such certificates of public officials or corporate officers, and documents, corporate records or other instruments as we have deemed necessary or appropriate for the purpose of the opinion set forth herein, including, without limitation (i) the Company's certificate of incorporation and bylaws, as amended to date, and (ii) resolutions of the Company's board of directors authorizing the issuance of the Shares. We have also assumed that (i) the issuance and sale of the Shares will be in compliance with all applicable laws, (ii) the Registration Statement will become and at the time of any sale of the Shares shall be effective under the Securities Act; and (iii) the Company is and will remain duly organized, validly existing and in good standing under the laws of the State of Delaware. With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part except to the extent otherwise expressly stated, and we express no opinion with respect to the accuracy of such assumptions or items relied upon. In rendering the opinion expressed herein, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed or photostatic copies and the authenticity of the originals of such copies.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares are, and when such Shares are sold in the manner described in the prospectus contained in the Registration Statement will be, duly authorized, validly issued, fully paid and non-assessable.

Our opinion set forth herein is subject to the effects of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratoria or similar state or federal debtor relief laws from time to time in effect and which affect the enforcement of creditors' rights generally, and is limited to matters governed by the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws, and is limited to the laws referred to above as currently in effect. No opinion is expressed with respect to such laws as subsequently amended, or any other laws, or any effect that such amended or other laws may have on the opinions expressed herein. The opinion expressed herein is limited to

Research Triangle, NC
Charleston, SC

the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. The opinion expressed herein is given as of the date hereof, and we undertake no obligation to advise you of any changes in applicable laws after the date hereof or of any facts that might change the opinions expressed herein that we may become aware of after the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus contained in the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

MOORE & VAN ALLEN PLLC

/s/ Moore & Van Allen PLLC

August 10, 2009

Sonic Automotive, Inc.
6415 Idlewild Road, Suite 109
Charlotte, North Carolina 28212

Ladies and Gentlemen:

We are acting as special counsel to Sonic Automotive, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (Registration No. 333-160452), as may be amended from time to time (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the potential offer and sale by certain selling security holders from time to time, as set forth in the prospectus contained in the Registration Statement (the "Prospectus") and as may be set forth in one or more supplements to the Prospectus (each, a "Prospectus Supplement"), of (i) the Company's 6.00% Senior Secured Convertible Notes due 2012, Series A (the "Notes"), (ii) shares of the Company's Class A common stock issuable upon conversion of the Notes (the "Conversion Shares"), (iii) 1,348,519 shares of the Company's Class A common stock (the "Registration Shares," and together with the Conversion Shares, the "Shares") and (iv) guarantees of the Company's obligations under the Notes (the "Guarantees") by the guarantors named in the Prospectus (the "Guarantors"). The Notes, Shares and Guarantees are referred to herein collectively as the "Securities." With your permission, all assumptions and statements of reliance herein have been made without any independent investigation or verification on our part except to the extent otherwise expressly stated, and we express no opinion with respect to the subject matter or accuracy of such assumptions or items relied upon.

The Notes have been issued pursuant to an indenture between the Company and U.S. Bank National Association, as Trustee, dated as of May 7, 2009 (the "Indenture"). The Notes are fully and unconditionally guaranteed by the Guarantors.

In connection with this opinion, we have (i) investigated such questions of law, (ii) examined originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, such certificates of public officials and such other documents, and (iii) received such information from officers and representatives of the Company and others, in each case, as we have deemed necessary or appropriate for the purposes of this opinion. We have examined, among other documents, the following:

- (a) the Indenture;
- (b) a specimen form of the Note;
- (c) a specimen form of the Guarantee;
- (d) a specimen form of the Shares;
- (e) Amended and Restated Certificate of Incorporation of the Company; and
- (f) Amended and Restated Bylaws of the Company.

The documents referred to in items (a) through (f) above are collectively referred to herein as the “Documents.”

In all such examinations and for purposes of rendering this opinion, we have assumed the authenticity of original and certified documents and the conformity to original or certified documents of all copies submitted to us as conformed or facsimile, electronic or photo static copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered and the authority of such persons signing on behalf of the parties thereto. As to various questions of fact relevant to the opinions expressed herein, we have relied upon, and assume the accuracy of, representations and warranties contained in the Documents and certificates and oral or written statements and other information of or from public officials, officers or representatives of the Company and others, and assume compliance on the part of all parties to the Documents with the covenants and agreements contained therein.

To the extent it may be relevant to the opinions expressed below, we have assumed that (i) the Company will have sufficient authorized but unissued Shares on the date of any issuance of Shares registered pursuant to the Registration Statement, (ii) the parties to the Documents other than the Company are validly existing and in good standing under the laws of their respective jurisdictions of organization, have the power and authority to enter into and perform such Documents and to consummate the transactions contemplated thereby, (iii) the Documents have been duly authorized, executed and delivered by the parties to the Documents other than the Company, and the Documents constitute valid and binding obligations against the parties to the Documents (other than the Company and the Guarantors), enforceable against such parties (other than the Company and the Guarantors) in accordance with their terms, and that all parties to the Documents will comply with all of their obligations under the Documents, and all laws applicable thereto, (iv) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, (v) the Notes and the Guarantees conform to the specimen thereof examined by us, and (vi) at the time that the Notes are offered and sold and the Shares are issued, the Registration Statement filed with the Commission remains effective, no stop order suspending the effectiveness of the Registration Statement or preventing the use of any Prospectus or Prospectus Supplement has been issued and no proceedings for that purpose have been instituted or threatened by the Commission under the Securities Act.

Based upon the foregoing, and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that:

1. The Notes that may be offered and sold under the Registration Statement have been duly authorized by the Company and, when the Notes have been validly issued and paid for in accordance with the terms of the Indenture, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and the terms of the Indenture.
2. When the Notes have been issued by the Company and paid for in accordance with the terms of the Indenture, the Guarantees will constitute valid and binding obligations of the Guarantors, enforceable against the Guarantors in accordance with their terms and the terms of the Indenture.
3. The Conversion Shares have been duly authorized, and when the Conversion Shares are issued upon conversion of the Notes and delivered by the Company in accordance with the provisions of the Notes and the Indenture, the Conversion Shares will be validly issued, fully paid and non-assessable.
4. The Registration Shares have been duly authorized and are validly issued, fully paid and non-assessable.

We express no opinion as to:

- (i) the legality, validity, binding effect or enforceability of any provision in any of the Documents;

(ii) the legality, validity, binding effect or enforceability of any provision in any of the Documents relating to (a) forum selection or submission to jurisdiction (including, without limitation, any waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the legality, validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York, or (b) choice of governing law to the extent that the legality, validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York or a federal court sitting in the State of New York and applying the law of the State of New York, in each case, applying the choice of law principles of the State of New York;

(iii) the legality, validity, binding effect or enforceability of any provision of the Documents specifying that provisions thereof may be waived only in writing, to the extent that an oral agreement or an implied agreement by trade practice or course of conduct has been created that modifies any provision of such agreement;

(iv) the legality, validity, binding effect or enforceability of (a) any provision of the Documents containing any purported waiver, release, variation, disclaimer, consent or other agreement of similar effect (all of the foregoing, collectively, a "Waiver") by any party under any provision of such agreements or instruments to the extent limited by provisions of applicable law (including judicial decisions), or to the extent that such a Waiver applies to a right, claim, duty, defense or ground for discharge otherwise existing or occurring as a matter of law (including judicial decisions), except to the extent that such a Waiver is effective under, and is not prohibited by or void or invalid under, provisions of applicable law (including judicial decisions), waivers of any rights to trial by jury or service of process, except in accordance with applicable law; or (b) with respect to any Waiver in the Guarantees insofar as it relates to causes or circumstances that would operate as a discharge or release of, or defense available to, the Guarantors as a matter of law (including judicial decisions), except to the extent such Waiver is effective under and is not prohibited by or void or invalid under applicable law (including judicial decisions);

(v) any provision of the Documents purporting to give any person or entity the power to accelerate obligations without any notice to the obligor; and

(vi) any provision of the Documents which may be construed to be in the nature of a penalty.

In addition, our opinion in paragraph 2 above is subject to the following qualifications:

(i) provisions in the Guarantees and the Indenture that provide that the Guarantors' liability thereunder shall not be affected by (a) actions or failures to act on the part of the Holders or the Trustee (as such capitalized terms are defined in the Indenture), (b) amendments or waivers of provisions of documents governing the guaranteed obligations, or (c) other actions, events or circumstances that make more burdensome or otherwise change the obligations and liabilities of the Guarantors, might not be enforceable under circumstances and in the event of actions that change the essential nature of the terms and conditions of the obligation and guarantee of the Guarantors under the Indenture; and

(ii) we have assumed consideration that is fair and sufficient to support the Guarantees under the Indenture has been, and would be deemed by a court of competent jurisdiction to have been, duly received by each Guarantor.

The opinions set forth above are subject to (i) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, (ii) general equitable principles (including, without limitation, standards of materiality, good faith, fair dealing and reasonableness, equitable defenses and limits on the availability of equitable remedies), whether considered in a proceeding at law or in equity, and (iii) the qualification that certain provisions of the Documents may be unenforceable in whole or in part, but the inclusion of such provisions does not affect the validity as against the Company or any of the Guarantors of the Documents as a whole, and the Documents and the laws of the State of

New York contain adequate provisions for enforcing payment of the obligations governed or secured thereby, subject to the other qualifications contained in this letter.

The opinions expressed herein are limited to the federal laws of the United States of America, the laws of the State of New York and, to the extent relevant to the opinions expressed herein, the General Corporation Law of the State of Delaware (which includes applicable provisions of the Delaware Constitution and reported judicial interpretations covering those laws), each as currently in effect, and no opinion is expressed with respect to any other laws or any effect that such other laws may have on the opinions expressed herein. The opinions expressed herein are limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein or for any other reason.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to this firm under the captions "Legal Matters" in the Prospectus and "Legal Matters" in any Prospectus Supplement. In giving these consents, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Fried, Frank, Harris, Shriver & Jacobson LLP

FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Amendment No. 2 to Form S-3 and related Prospectus of Sonic Automotive, Inc. dated August 10, 2009 for the registration of \$85,627,000 6% Senior Secured Convertible Notes and 22,755,269 shares of its Class A common stock) and to the incorporation by reference therein of our reports dated March 31, 2009 (except for Notes 1, 2, 6, 7, 9 and 13 as to which the date is May 27, 2009), with respect to the 2008 consolidated financial statements of Sonic Automotive, Inc., and the effectiveness of internal control over financial reporting of Sonic Automotive, Inc., included in its Form 8-K dated May 28, 2009, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Charlotte, North Carolina
August 10, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 29, 2008 (March 31, 2009 as to the first paragraph under the Reclassifications heading in Note 1) (May 28, 2009 as to the first paragraph under the Recent Accounting Pronouncements heading in Note 1, the second paragraph under the Financial Instruments and Market Risks heading in Note 1, the fifth paragraph under the Dispositions heading in Note 2, the first paragraph in Note 6, the first, second and third paragraphs in Note 7 and the fifth paragraph in Note 9) relating to the 2007 and 2006 consolidated financial statements (including retrospective adjustments to the 2007 and 2006 consolidated financial statements and financial statement disclosures) of Sonic Automotive, Inc. (which report on the consolidated financial statements expresses an unqualified opinion and includes explanatory paragraphs regarding the adoption of the provisions of FASB Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* as of January 1, 2007, the application of the provisions of Securities and Exchange Commission Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements* in 2006, the adoption of Statement of Financial Accounting Standards No. 123 (R), *Share-Based Payment*, and the adoption of FASB Staff Position APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*, and for the adoption of FASB Staff Position EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*), appearing in Sonic Automotive, Inc.'s Current Report on Form 8-K dated May 28, 2009, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina
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