GROUP 1 AUTOMOTIVE INC
Form 10-Q
August 03, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2018
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number: 1-13461

Group 1 Automotive, Inc.

(Exact name of registrant as specified in its charter)

Delaware	76-0506313
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

800 Gessner, Suite 500
Houston, Texas 77024
(Address of principal executive offices) (Zip code)
(713) 647-5700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filerþ ¨Accelerated filer

Non-accelerated filer ¨ (Do not check if a smaller reporting company) ¨Smaller reporting company

¨Emerging growth company

If an emerging growth company, indicate by check mark if that registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

As of July 31, 2018, the registrant had 19,911,000 shares of common stock, par value $0.01, outstanding.

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2018 (Unaudited)	December 31, 2017
	(In thousands, except per share amounts)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$41,575	$28,787
Contracts-in-transit and vehicle receivables, net	249,706	306,433
Accounts and notes receivable, net	178,339	188,611
Inventories, net	1,721,249	1,763,293
Prepaid expenses and other current assets	80,957	42,062
Total current assets	2,271,826	2,329,186
PROPERTY AND EQUIPMENT, net	1,348,521	1,318,959
GOODWILL	945,835	913,034
INTANGIBLE FRANCHISE RIGHTS	287,366	285,632
OTHER ASSETS	33,194	24,254
Total assets	$4,886,742	$4,871,065
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Floorplan notes payable - credit facility and other	$1,147,892	$1,240,695
Offset account related to floorplan notes payable - credit facility	(119,562)	(86,547)
Floorplan notes payable - manufacturer affiliates	404,233	397,183
Offset account related to floorplan notes payable - manufacturer affiliates	(24,500)	(22,500)
Current maturities of long-term debt and short-term financing	76,412	77,609
Current liabilities from interest rate risk management activities	682	1,996
Accounts payable	442,577	412,981
Accrued expenses	189,027	177,070
Total current liabilities	2,116,761	2,198,487
LONG-TERM DEBT, net of current maturities	1,357,998	1,318,184
DEFERRED INCOME TAXES	138,478	124,404
LIABILITIES FROM INTEREST RATE RISK MANAGEMENT ACTIVITIES	1,597	8,583
OTHER LIABILITIES	99,296	97,125
STOCKHOLDERS' EQUITY:		
Common stock, $0.01 par value, 50,000 shares authorized; 25,511 and 25,515 issued, respectively	255	255
Additional paid-in capital	288,492	291,461
Retained earnings	1,339,185	1,246,323
Accumulated other comprehensive loss	(126,358)	(123,226)
Treasury stock, at cost; 5,150 and 4,617 shares, respectively	(328,962)	(290,531)
Total stockholders' equity	1,172,612	1,124,282
Total liabilities and stockholders' equity	$4,886,742	$4,871,065

The accompanying notes are an integral part of these consolidated financial statements.

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GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Unaudited, in thousands, except per share amounts)			
REVENUES:				
New vehicle retail sales	$1,555,570	$1,448,768	$3,069,160	$2,785,981
Used vehicle retail sales	821,853	685,949	1,602,423	1,346,876
Used vehicle wholesale sales	92,854	99,377	196,883	203,534
Parts and service sales	358,129	331,631	707,644	651,329
Finance, insurance and other, net	115,056	106,470	227,378	203,304
Total revenues	2,943,462	2,672,195	5,803,488	5,191,024
COST OF SALES:				
New vehicle retail sales	1,478,988	1,373,857	2,917,151	2,641,843
Used vehicle retail sales	770,639	641,036	1,507,714	1,256,958
Used vehicle wholesale sales	92,613	99,644	194,987	203,701
Parts and service sales	163,059	152,766	325,710	300,108
Total cost of sales	2,505,299	2,267,303	4,945,562	4,402,610
GROSS PROFIT	438,163	404,892	857,926	788,414
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	308,092	298,568	632,439	588,347
DEPRECIATION AND AMORTIZATION EXPENSE	16,638	14,093	32,980	27,699
ASSET IMPAIRMENTS	4,268	—	4,268	—
INCOME FROM OPERATIONS	109,165	92,231	188,239	172,368
OTHER EXPENSE:				
Floorplan interest expense	(14,563)	(13,226)	(28,650)	(25,168)
Other interest expense, net	(19,414)	(17,315)	(38,234)	(34,314)
INCOME BEFORE INCOME TAXES	75,188	61,690	121,355	112,886
PROVISION FOR INCOME TAXES	(18,725)	(22,557)	(29,078)	(39,814)
NET INCOME	$56,463	$39,133	$92,277	$73,072
BASIC EARNINGS PER SHARE	$2.72	$1.84	$4.42	$3.42
Weighted average common shares outstanding	20,036	20,516	20,167	20,604
DILUTED EARNINGS PER SHARE	$2.72	$1.84	$4.42	$3.42
Weighted average common shares outstanding	20,046	20,522	20,176	20,609
CASH DIVIDENDS PER COMMON SHARE	$0.26	$0.24	$0.52	$0.48

The accompanying notes are an integral part of these consolidated financial statements.

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GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Unaudited, in thousands)			
NET INCOME	$56,463	$39,133	$92,277	$73,072
Other comprehensive income (loss), net of taxes:				
Foreign currency translation adjustment	(24,186)	4,462	(16,315)	8,600
Net unrealized gain (loss) on interest rate risk management activities:				
Unrealized gain (loss) arising during the period, net of tax benefit (provision) of ($1,078), $1,542, ($3,570), and $1,308, respectively	3,414	(2,570)	11,305	(2,180)
Reclassification adjustment for realized gain on interest rate swap termination included in SG&A, net of tax provision of $220, $0, $220, and $0, respectively	(698)	—	(698)	—
Reclassification adjustment for loss included in interest expense, net of tax benefit of $336, $1,193, $813, and $2,554, respectively	1,062	1,989	2,576	4,256
Unrealized gain (loss) on interest rate risk management activities, net of tax	3,778	(581)	13,183	2,076
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAXES	(20,408)	3,881	(3,132)	10,676
COMPREHENSIVE INCOME	$36,055	$43,014	$89,145	$83,748

The accompanying notes are an integral part of these consolidated financial statements.

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GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
	Shares	Amount					
	(Unaudited, in thousands)						
BALANCE, December 31, 2017	25,515	$ 255	$291,461	$1,246,323	$ (123,226)	$(290,531)	$1,124,282
Net income	—	—	—	92,277	—	—	92,277
Other comprehensive income, net	—	—	—	—	(3,132)	—	(3,132)
Purchases of treasury stock	—	—	—	—	—	(51,276)	(51,276)
Net issuance of treasury shares to employee stock compensation plans	(3)	—	(12,833)	—	—	12,845	12
Stock-based compensation	—	—	9,864	—	—	—	9,864
Cash dividends, net of estimated forfeitures relative to participating securities	—	—	—	(10,812)	—	—	(10,812)
Impact of ASC 606 cumulative adjustment	—	—	—	11,397	—	—	11,397
BALANCE, June 30, 2018	25,512	$ 255	$288,492	$1,339,185	$ (126,358)	$(328,962)	$1,172,612

The accompanying notes are an integral part of these consolidated financial statements.

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GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2018	2017
	(Unaudited, in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$92,277	$ 73,072
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	32,980	27,699
Deferred income taxes	5,591	11,095
Asset impairments	4,268	—
Stock-based compensation	9,891	10,459
Amortization of debt discount and issue costs	1,526	1,849
Gain on disposition of assets	(20,686)	(314)
Other	65	(676)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Accounts payable and accrued expenses	26,121	(28,480)
Accounts and notes receivable	21,185	13,582
Inventories	47,272	(142,165)
Contracts-in-transit and vehicle receivables	56,725	53,405
Prepaid expenses and other assets	(9,842)	(4,900)
Floorplan notes payable - manufacturer affiliates	(3,535)	37,779
Deferred revenues	(732)	(243)
Net cash provided by operating activities	263,106	52,162
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid in acquisitions, net of cash received	(74,865)	(95)
Proceeds from disposition of franchises, property and equipment	75,923	2,582
Purchases of property and equipment, including real estate	(88,230)	(67,266)
Deposits for real estate and dealership acquisitions	(655)	(57,099)
Other	—	2,074
Net cash used in investing activities	(87,827)	(119,804)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings on credit facility - floorplan line and other	3,323,798	3,369,580
Repayments on credit facility - floorplan line and other	(3,461,494)	(3,288,367)
Borrowings on credit facility - acquisition line	98,596	47,509
Repayments on credit facility - acquisition line	(84,884)	(15,000)
Borrowings on other debt	111,142	5,137
Principal payments on other debt	(75,784)	(542)
Borrowings on debt related to real estate, net of debt issue costs	54,711	12,901
Principal payments on debt related to real estate	(63,368)	(13,897)
Employee stock purchase plan purchases, net of employee tax withholdings	11	2,487
Proceeds from termination of mortgage swap	918	—
Repurchases of common stock, amounts based on settlement date	(51,276)	(39,025)
Dividends paid	(10,836)	(10,200)
Net cash provided by (used in) financing activities	(158,466)	70,583
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(2,812)	117
NET INCREASE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	14,001	3,058

CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, beginning of period	29,631	24,246
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, end of period	$43,632	$27,304
SUPPLEMENTAL CASH FLOW INFORMATION:		
Purchases of property and equipment, including real estate, accrued in accounts payable	$8,630	$11,105

The accompanying notes are an integral part of these consolidated financial statements.

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GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. INTERIM FINANCIAL INFORMATION
Business and Organization
Group 1 Automotive, Inc., a Delaware corporation, is a leading operator in the automotive retailing industry with business activities in 15 states in the United States of America ("U.S."), 32 towns in the United Kingdom ("U.K.") and four states in Brazil. Group 1 Automotive, Inc. and its subsidiaries are collectively referred to as the "Company" in these Notes to Consolidated Financial Statements.
The Company, through its regions, sells new and used cars and light trucks; arranges related vehicle financing; sells service and insurance contracts; provides automotive maintenance and repair services; and sells vehicle parts. As of June 30, 2018, the Company's U.S. retail network consisted of 116 dealerships within the following states: Alabama, California, Florida, Georgia, Kansas, Louisiana, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New Mexico, Oklahoma, South Carolina, and Texas. The President of U.S. Operations reports directly to the Company's Chief Executive Officer and is responsible for the overall performance of the U.S. region, as well as for overseeing the market directors and dealership general managers. In addition, as of June 30, 2018, the Company had two international regions: (a) the U.K., which consisted of 47 dealerships and (b) Brazil, which consisted of 17 dealerships. The operations of the Company's international regions are structured similar to the U.S. region.
The Company's operating results are generally subject to seasonal variations, as well as changes in the economic environment. This seasonality is generally attributable to consumer buying trends and the timing of manufacturer new vehicle model introductions. In addition, in some regions of the U.S., vehicle purchases decline during the winter months due to inclement weather. As a result, U.S. revenues and operating income are typically lower in the first and fourth quarters and higher in the second and third quarters. For the U.K., the first and third quarters tend to be stronger, driven by the vehicle license plate change months of March and September. For Brazil, the Company expects higher volumes in the third and fourth calendar quarters. The first quarter in Brazil is generally the weakest, driven by more consumer vacations and activities associated with Carnival. Other factors unrelated to seasonality, such as changes in economic conditions, manufacturer incentive programs, seasonal weather events and changes in currency exchange rates may exaggerate seasonal or cause counter-seasonal fluctuations in the Company's revenues and operating income. Due to seasonality and other factors, the results of operations for the interim period are not necessarily indicative of the results that will be realized for any other interim period or for the entire fiscal year.
Basis of Presentation
The accompanying unaudited condensed Consolidated Financial Statements and footnotes thereto that include financial information as of June 30, 2018 and for the three and six months ended June 30, 2018 and 2017 have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements and are unaudited. In the opinion of management, all adjustments of a normal and recurring nature considered necessary for a fair presentation have been included in the accompanying unaudited condensed Consolidated Financial Statements.
All business acquisitions completed during the periods presented have been accounted for by applying the acquisition method of accounting, and their results of operations are included from the effective dates of the closings of the acquisitions. The allocations of purchase price to the assets acquired and liabilities assumed are assigned and recorded based on estimates of fair value and are subject to change within the purchase price allocation period (generally one year from the respective acquisition date). All intercompany balances and transactions have been eliminated in consolidation.
For further information, refer to the Consolidated Financial Statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 ("2017 Form 10-K").
Business Segment Information
The Company has three reportable segments: the U.S., which includes the activities of the Company's corporate office, the U.K. and Brazil. The reportable segments are the business activities of the Company for which discrete

financial information is available and for which operating results are regularly reviewed by its chief operating decision maker to allocate resources and assess performance. The Company's chief operating decision maker is its Chief Executive Officer. See Note 15, “Segment Information”, for additional details regarding the Company's reportable segments.

Statements of Cash Flows

With respect to all new vehicle floorplan borrowings, the manufacturers of the vehicles draft the Company's credit facilities directly with no cash flow to or from the Company. With respect to borrowings for used vehicle financing in the U.S., the Company finances up to 85% of the value of the used vehicle inventory and the funds flow directly to the Company from the lender. In the U.K. and Brazil, the Company chooses which used vehicles to finance and the borrowings flow directly to the Company from the lender. All borrowings from, and repayments to, lenders affiliated with the vehicle manufacturers (excluding the cash flows from or to manufacturer affiliated lenders participating in the Company's syndicated lending group under the Revolving Credit Facility) are presented within Cash Flows from Operating Activities on the Consolidated Statements of Cash Flows. All borrowings from, and repayments to, the syndicated lending group under the Revolving Credit Facility (as defined in Note 9, "Credit Facilities") (including the cash flows from or to manufacturer affiliated lenders participating in the facility), as well as borrowing from, and repayments to, the Company's other credit facilities, are presented within Cash Flows from Financing Activities.

Cash paid for interest, including the monthly settlement of the Company's interest rate derivatives, was $62.9 million and $57.1 million for the six months ended June 30, 2018 and 2017, respectively. Cash paid for taxes, net of refunds, was $12.8 million for the six months ended June 30, 2018. Cash paid for taxes, net of refunds, was $28.6 million for the six months ended June 30, 2017.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the Consolidated Balance Sheets to the total of the same amounts shown in the Consolidated Statements of Cash Flows. See Note 11, "Fair Value Measurements", for additional details regarding the Company's restricted cash balances.

	June 30, 2018	December 31, 2017
	(In thousands)	
Cash and cash equivalents	$41,575	$ 28,787
Restricted cash, included in other assets	2,057	844
Total cash, cash equivalents, and restricted cash	$43,632	$ 29,631

Recently Adopted Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The amendment addresses several specific cash flow issues with the objective of reducing the diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The Company adopted ASU 2016-15 during the first quarter of 2018. The adoption of this ASU did not materially impact its net income, retained earnings, consolidated financial statements, results of operations or cash flows.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, a consensus of the FASB Emerging Issues Task Force ("EITF"). The amendments require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The Company adopted ASU 2016-18 during the first quarter of 2018. The adoption of this ASU did not materially impact its consolidated financial statements, results of operations or cash flows.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business. The amendments in this update clarify the definition of a business in order to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments in this ASU should be applied prospectively. The Company adopted ASU 2017-01 during the first quarter of 2018. The adoption of this ASU did not materially impact its consolidated financial statements or results of operations.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. The amendments in this update provide clarity and reduce both diversity in practice and cost and complexity when applying the guidance of Topic 718 to a change to the terms or conditions of a share-based payment award. Under the new guidance, an entity will not apply modification accounting to a share-based payment award if all of the following are the same immediately before and after the change: 1) the award's fair value (or calculated value or intrinsic value, if those measurement methods are used), 2) the award's vesting conditions, and 3) the award's classification as an equity or liability instrument. The Company adopted ASU 2017-09 during the first quarter of 2018. The adoption of this ASU did not impact its consolidated financial statements or results of operations.

Adoption of ASC Topic 606, "Revenue from Contracts with Customers"

Effective January 1, 2018, the Company adopted ASU 2014-09, Revenue from Contracts with Customers (Topic 606)(“Topic 606”), and all subsequent amendments issued thereafter, that amends the accounting guidance on revenue recognition. The Company adopted Topic 606 using the modified retrospective method applied to those contracts that were not completed as of January 1, 2018, with a cumulative-effect adjustment to retained earnings recognized as of the date of adoption. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with the Company’s historic accounting policies under Topic 605.

The Company identified its material revenue streams to be the sale of new and used vehicles; arrangement of associated vehicle financing and the sale of service and other insurance contracts; the performance of vehicle maintenance and repair services; and the sale of vehicle parts. The Company concluded that no changes to the timing of revenue recognition for the sale of new and used vehicles, as well as vehicle parts are necessary. As it relates to the performance of vehicle maintenance and repair services recognized as a part of Parts and service sales in the accompanying Consolidated Statements of Operations, the Company identified a change in its accounting policies and procedures. Through December 31, 2017, the Company recognized revenue once the maintenance or repair services were completed and the vehicle was delivered to the customer. Under Topic 606, the Company determined that it has an enforceable right to payment during the course of the work being performed in certain jurisdictions and, thus, the Company changed its policy under Topic 606 for those jurisdictions to recognize revenue over time as the maintenance and repair services are performed. With regards to the revenue generated from the arrangement of vehicle financing and the sale of service and other insurance contracts recognized as a part of Finance, insurance and other, net in the accompanying Consolidated Statements of Operations, the Company also identified a change in the Company’s accounting policies and procedures. Generally, the Company receives an upfront commission for these transactions from the finance or insurance provider and recognizes the associated revenue when the contract is executed. In some cases, the Company also earns retrospective commission income by participating in the future profitability of the portfolio of contracts sold by the Company. Through December 31, 2017, the Company’s accounting policy was to recognize upfront commission income earned when the contract was executed and the amount was determinable, and to recognize retrospective commission income as the amounts were determined and realized. The Company concluded that this retrospective commission income represents variable consideration for which the Company’s performance obligation is satisfied when the finance or insurance product contract is executed with the end user. Under the new standard, an estimate of variable consideration, subject to a constraint, is to be included in the transaction price and recognized when or as the performance obligation is satisfied. Therefore, the Company’s accounting policy changed under Topic 606 such that the Company will estimate the amount of future earnings that it will realize from the ultimate profitability of the portfolio of contracts subject to a retrospective commission and recognize such estimate, subject to any constraint in the estimate, upfront when the contract is executed with the end user. The Company's estimates of the amount of variable consideration to be ultimately realized will be reassessed at the end of each reporting period and changes in those estimates will be adjusted through revenue.

As a result of adopting Topic 606 and implementing the changes aforementioned, the Company recognized net, after-tax cumulative effect adjustments to increase retained earnings as of the date of adoption for maintenance and repair services of $4.8 million and for the arrangement of associated vehicle financing and the sale of service and other insurance contracts of $6.6 million.

The cumulative effect of the changes made to the Company's Consolidated Balance Sheet as of January 1, 2018 for the adoption of Topic 606 were as follows:

	January 1, 2018		
	Balance at December 31, 2017	Adjustment due to Topic 606	Balance at January 1, 2018
Balance Sheet	(In thousands)		
Assets			
Accounts and notes receivable, net	$188,611	$ 11,623	$200,234
Inventories, net	1,763,293	(3,660)	1,759,633
Prepaid expense and other current assets	42,062	8,683	50,745
Liabilities			
Accounts payable	$412,981	$ 1,756	$414,737
Deferred income taxes	124,404	3,493	127,897
Stockholders' equity			
Retained earnings	$1,246,323	$ 11,397	$1,257,720

The impact of applying Topic 606 for the three and six months ended June 30, 2018 was as follows:

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	As Reported	Balances Without Adoption of Topic 606	Effect of Change Higher / (Lower)	As Reported	Balances Without Adoption of Topic 606	Effect of Change Higher / (Lower)
Income Statement	(In thousands)			(In thousands)		
Revenues						
Parts and service sales	$358,129	$356,580	$ 1,549	$707,644	$707,572	$ 72
Finance, insurance and other, net	115,056	116,074	(1,018)	227,378	228,196	(818)
Cost of sales						
Parts and service sales	$163,059	$162,695	$ 364	$325,710	$325,811	$ (101)
Selling, general and administrative expenses	308,092	307,808	284	632,439	632,351	88
Provision for income taxes	18,725	18,776	(51)	29,078	29,280	(202)
Net income	$56,463	$56,529	$ (66)	$92,277	$92,808	$ (531)

The impact of applying Topic 606 at June 30, 2018 was as follows:

	June 30, 2018		
	As Reported	Balances Without Adoption of Topic 606	Effect of Change Higher / (Lower)
Balance Sheet	(In thousands)		
Assets			
Accounts and notes receivable, net	$178,339	$166,795	$11,544
Inventories, net	1,721,249	1,724,761	(3,512)
Prepaid expense and other current assets	80,957	73,091	7,866
Liabilities			
Accounts payable	$442,577	$440,763	$1,814
Deferred income taxes	138,478	135,199	3,279
Stockholders' equity			
Retained earnings and accumulated other comprehensive income	$1,339,185	$1,328,380	$10,805

Refer to Note 2, “Revenue” for further discussion of the Company’s significant revenue streams.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The amendments in this ASU relate to the accounting for leasing transactions. This standard requires a lessee to record on the balance sheet the assets and liabilities for the rights and obligations created by leases with lease terms of more than 12 months. In addition, this standard requires both lessees and lessors to disclose certain key information about lease transactions. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is in the process of evaluating the impact that adoption will have on its consolidated balance sheet and statement of income. However, the Company expects that the adoption of the provisions of the ASU will have a significant impact on its consolidated balance sheet, as currently approximately half of its real estate is rented, not owned, via operating leases. Adoption of this ASU is required to be done using a modified retrospective approach.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments. The amendment replaces the current incurred loss impairment methodology of recognizing credit losses when a loss is probable, with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to assess credit loss estimates. The standard will be effective for fiscal years beginning after December 15, 2019, with early adoption permitted for periods after December 15, 2018. The Company is currently evaluating the impact that the adoption of the provisions of the ASU will have on its consolidated financial statements or results of operations, but does not expect the impact of the amendments in this ASU to be significant.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The amendment eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. The amendments in this update should be applied prospectively and are effective for interim and annual periods beginning after December 15, 2019. Earlier application is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not expect the impact of the adoption of the ASU to have a material impact on its consolidated financial statements, results of operations or cash flows.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 715): Targeted Improvements to Accounting for Hedging Activities. The amendments in this update better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. The guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. The guidance also eases the administrative burden of hedge documentation requirements and assessing hedge effectiveness. The amendments to cash flow and net investment hedge relationships should be applied using a modified retrospective approach while the presentation and disclosure requirements are applied prospectively, effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating the impact that the adoption of the provisions of the ASU will have on its consolidated financial statements or results of operations, but does not expect the impact of the amendments in this ASU to be significant.

In February 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendments in this update will permit entities to reclassify tax effects stranded in accumulated other comprehensive income as a result of tax legislation enacted by the U.S. government on December 22, 2017, commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"), to retained earnings. The FASB gave entities the option to reclassify these amounts rather than require reclassification and the option to apply the guidance retrospectively or in the period of adoption. The amendments in this update are effective for interim and annual periods beginning after December 15, 2018 with early adoption permitted. The Company is currently evaluating the impact that the adoption of the provisions of the ASU will have on its consolidated financial statements or results of operations, but does not expect the impact of the amendments in this ASU to be significant.

2. REVENUE

As discussed in Note 1, “Interim Financial Information”, the Company’s material revenue streams are the sale of new and used vehicles; arrangement of associated vehicle financing and the sale of service and other insurance contracts; the performance of vehicle maintenance and repair services (including collision restoration); and the sale of vehicle parts. The following table presents the Company’s revenues disaggregated by revenue source (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017 (1)	2018	2017 (1)
	(In thousands)			
REVENUES:				
New vehicle retail sales	$1,555,570	$1,448,768	$3,069,160	$2,785,981
Used vehicle retail sales	821,853	685,949	1,602,423	1,346,876
Used vehicle wholesale sales	92,854	99,377	196,883	203,534
Total new and used vehicle sales	2,470,277	2,234,094	4,868,466	4,336,391
Vehicle parts sales	85,356	78,430	170,552	153,095
Maintenance and repair sales	272,773	253,201	537,092	498,234
Total parts and service sales	358,129	331,631	707,644	651,329
Finance, insurance and other, net	115,056	106,470	227,378	203,304
Total revenues	$2,943,462	$2,672,195	$5,803,488	$5,191,024

(1) As described in Note 1, “Interim Financial Information”, prior period amounts have not been adjusted under the modified retrospective approach.

The following table presents the Company's revenues disaggregated by its geographical segments:

	Three Months Ended June 30, 2018				Six Months Ended June 30, 2018			
	U.S.	U.K.	Brazil	Total	U.S.	U.K.	Brazil	Total
	(In thousands)				(In thousands)			
REVENUES:								
New vehicle retail sales	$1,146,882	$338,635	$70,053	$1,555,570	$2,236,835	$693,039	$139,286	$3,069,160
Used vehicle retail sales	592,007	208,108	21,738	821,853	1,155,837	400,657	45,929	1,602,423
Used vehicle wholesale sales	42,781	46,527	3,546	92,854	96,783	92,712	7,388	196,883
Total new and used vehicle sales	1,781,670	593,270	95,337	2,470,277	3,489,455	1,186,408	192,603	4,868,466
Vehicle parts sales	73,673	10,476	1,207	85,356	148,028	19,991	2,533	170,552
Maintenance and repair sales	215,216	47,520	10,037	272,773	425,375	91,146	20,571	537,092
Total parts and service sales	288,889	57,996	11,244	358,129	573,403	111,137	23,104	707,644
Finance, insurance and other, net	97,442	15,617	1,997	115,056	193,629	29,880	3,869	227,378

Total revenues	$2,168,001	$666,883	$108,578	$2,943,462	$4,256,487	$1,327,425	$219,576	$5,803,488

	Three Months Ended June 30, 2017 [1]				Six Months Ended June 30, 2017 [1]			
	U.S.	U.K.	Brazil	Total	U.S.	U.K.	Brazil	Total
	(In thousands)				(In thousands)			
REVENUES:								
New vehicle retail sales	$1,143,771	$231,415	$73,582	$1,448,768	$2,162,020	$490,055	$133,906	$2,785,981
Used vehicle retail sales	536,193	128,406	21,350	685,949	1,058,140	243,775	44,961	1,346,876
Used vehicle wholesale sales	66,476	30,448	2,453	99,377	137,021	60,957	5,556	203,534
Total new and used vehicle sales	1,746,440	390,269	97,385	2,234,094	3,357,181	794,787	184,423	4,336,391
Vehicle parts sales	70,853	6,178	1,399	78,430	137,608	12,458	3,029	153,095
Maintenance and repair sales	211,845	30,872	10,484	253,201	416,249	61,373	20,612	498,234
Total parts and service sales	282,698	37,050	11,883	331,631	553,857	73,831	23,641	651,329
Finance, insurance and other, net	94,552	9,784	2,134	106,470	180,371	18,812	4,121	203,304
Total revenues	$2,123,690	$437,103	$111,402	$2,672,195	$4,091,409	$887,430	$212,185	$5,191,024

[1] As described in Note 1, "Interim Financial Information", prior period amounts have not been adjusted under the modified retrospective approach.

New and Used Vehicle Sales

Specific to the sale of new and used vehicles, the Company has a single performance obligation associated with these contracts - the delivery of the vehicle to the customer, which is the point at which transfer of control occurs. Revenue from the sale of new and used vehicles is recognized upon satisfaction of the performance obligation (i.e., delivery of the vehicle to the customer). In some cases, the Company uses a third-party auction as an agent to facilitate delivery of used vehicles to the customer. Incidental items that are immaterial in the context of the contract are accrued at the time of sale. The transaction price for new and used vehicle sales (i.e., the amount that the Company has the right to under the terms of the sales contract with the customer) is the stand-alone sales price of each individual vehicle and is generally settled within 30 days of the satisfaction of the performance obligation. In many new and used vehicle sales transactions, a portion of the consideration applied by the customer to the satisfaction of the total transaction price is a used vehicle trade-in (i.e., noncash consideration). The Company measures such noncash consideration at fair value. Revenue recognized from the sale of new and used vehicles is reflected in New vehicle retail sales, Used vehicle retail sales, and Used vehicle wholesale sales in the accompanying Consolidated Statements of Operations. With respect to the cost of freight and shipping from its dealerships to its customers, the Company's policy is to recognize such cost in the corresponding cost of sales category. With respect to taxes assessed by governmental authorities that are imposed upon new and used vehicle sales transactions and collected by the Company from its customers, the Company's policy is to exclude such amounts from revenues.

Vehicle Parts Sales

Related to the sale of vehicle parts, the Company has a single performance obligation associated with these contracts - the delivery of the parts to the customer, which is the point at which transfer of control occurs. Revenue from the sale of vehicle parts is recognized upon satisfaction of the performance obligation (i.e., delivery of the parts to the customer). The transaction price for vehicle parts sales (i.e., the amount that the Company has the right to under the terms of the sales contract with the customer) is the stand-alone sales price of each individual part and is generally settled within 30 days of the satisfaction of the performance obligation. Revenue recognized from the sale of vehicle parts is reflected in Parts and service sales in the accompanying Consolidated Statements of Operations. With respect to the cost of freight and shipping to its customers, the Company's policy is to recognize such fulfillment cost in the corresponding cost of sales category. With respect to taxes assessed by governmental authorities that are imposed upon vehicle parts sales transactions and collected by the Company from its customers, the Company’s policy is to exclude such amounts from revenues.

Maintenance and Repair Services

As it relates to vehicle maintenance and repair services (including collision restoration), the Company has a single performance obligation associated with these contracts - the completion of the services. The Company has an enforceable right to payment in certain jurisdictions and, as such, transfers control of vehicle maintenance and repair services to its customer over time. Therefore, satisfaction of the performance obligation associated with the vehicle maintenance and repair services occurs, and the associated revenue is recognized, over time. The Company uses the input method for the measurement of progress and recognition of revenue, utilizing labor hours and parts applied to the customer vehicle to estimate the services performed for which the Company has an enforceable right to payment. The transaction price for vehicle maintenance and repair services (i.e., the amount that the Company has the right to under the terms of the service contract with the customer) is the sum total of the labor and, if applicable, vehicle parts used in the performance of the service, as well as the margin above cost charged to the customer. The transaction price is typically settled within 30 days of the satisfaction of the performance obligation, which generally occurs within a short period of time from contract inception. Revenue recognized from vehicle maintenance and repair services is reflected in Parts and service sales in the accompanying Consolidated Statements of Operations. With respect to taxes assessed by governmental authorities that are imposed upon vehicle maintenance and repair service transactions and collected by the Company from its customer, the Company’s policy is to exclude such amounts from revenues.

Arrangement of Vehicle Financing and the Sale of Service and Other Insurance Contracts

The Company receives commissions from finance and insurance providers, under the terms of its contracts with such providers, for the arrangement of vehicle financing and the sale of service and other insurance products. Within the context of the Company's contracts with the finance or insurance provider, the Company has determined that it is an agent for the finance or insurance provider and the finance or insurance provider is the Company's customer. The Company has a single performance obligation associated with these contracts for all commissions earned - the facilitation of the financing of the vehicle or sale of the insurance product. Revenue from these contracts is recognized upon satisfaction of the performance obligation, which is when the finance or insurance product contract is executed with the purchaser. The transaction price (i.e., the amount that the Company has the right to under the terms of the contract with the customer) consists of both fixed and variable consideration. With regards to the upfront commission for these contracts, the transaction price is the amount earned for each individual contract executed and is generally collected within 30 days of the satisfaction of the performance obligation. The Company may be charged back for unearned financing, insurance contract or vehicle service contract fees in the event of early termination of the contracts by customers. A reserve for future amounts estimated to be charged back is recorded, as a reduction of Finance, insurance and other revenue, net in the accompanying Consolidated Statement of Operations, based on the Company’s historical chargeback results and the termination provisions of the applicable contracts. In some cases, the Company also earns retrospective commission income by participating in the future profitability of the portfolio of product contracts sold by the Company. This consideration is variable (i.e., contingent upon the performance of the portfolio of contracts) and is generally settled over 5-7 years from the satisfaction of the performance obligation. The Company utilizes the “expected value” method to predict the amount of consideration to which the Company will be entitled, subject to constraint in the estimate. Therefore, the Company estimates the amount of future earnings that it will realize from the ultimate profitability of the portfolio and recognizes such estimate, subject to any constraint in the estimate, upfront when the product contract is executed with the end user, which is when the performance obligation is satisfied. Changes in the Company’s estimates of the amount of variable consideration to be ultimately realized are adjusted through revenue. Revenue recognized from the arrangement of vehicle financing and the sale of service and other insurance contracts is reflected in Finance, insurance and other, net in the accompanying Consolidated Statements of Operations and as a contract asset (reflected in Prepaid expenses and other current assets) in the Consolidated Balance Sheet until the right to such consideration becomes unconditional, at which time amounts due are reclassified to accounts receivable.

3. ACQUISITIONS AND DISPOSITIONS

During the six months ended June 30, 2018, the Company acquired 5 dealerships in the U.K., inclusive of 8 franchises, and added one franchise. The Company also acquired one dealership in Brazil, representing one franchise. Additionally, the Company acquired 2 dealerships in the U.S., inclusive of 2 franchises. Aggregate consideration paid for these dealerships totaled $80.0 million, including the associated real estate and goodwill. Also included in the consideration paid was $5.1 million of cash received in the acquisition of the dealerships. The purchase prices have been allocated based upon the consideration paid and the estimated fair values of the assets acquired and liabilities assumed at the acquisition dates. The allocation of the purchase prices is preliminary and based on estimates and assumptions that are subject to change within the purchase price allocation periods (generally one year from the respective acquisition date). In addition, during the six months ended June 30, 2018, the Company disposed of one dealership in the U.S., representing two franchises, as well as one franchise in the U.K.

During the six months ended June 30, 2017, the Company opened one dealership for one awarded franchise in the U.K., opened one dealership for one awarded franchise in the U.S., and added motorcycles to an existing BMW dealership in Brazil.

In addition, during the six months ended June 30, 2017, the Company disposed of two dealerships in Brazil representing two franchises.

4. DERIVATIVE INSTRUMENTS AND RISK MANAGEMENT ACTIVITIES

The periodic interest rates of the Revolving Credit Facility (as defined in Note 9, "Credit Facilities") and certain variable-rate real estate related borrowings in the U.S. are indexed to the one-month London Inter Bank Offered Rate ("LIBOR"), plus an associated company credit risk rate. In order to minimize the earnings variability related to fluctuations in these periodic interest rates, the Company employs an interest rate hedging strategy, whereby it enters into arrangements with various financial institutional counterparties with investment grade credit ratings, swapping its variable interest rate exposure for a fixed interest rate over terms not to exceed the related variable-rate debt.

The Company presents the fair value of all interest rate derivative instruments on its Consolidated Balance Sheets. The Company measures the fair value of its interest rate derivative instruments utilizing an income approach valuation technique, converting future amounts of cash flows to a single present value in order to obtain a transfer exit price within the bid and ask spread that is most representative of the fair value of its derivative instruments. In measuring fair value, the Company utilizes the option-pricing Black-Scholes present value technique for all of its derivative instruments. This option-pricing technique utilizes a one-month LIBOR forward yield curve, obtained from an independent external service provider, matched to the identical maturity term of the instrument being measured. Observable inputs utilized in the income approach valuation technique incorporate identical contractual notional amounts, fixed coupon rates, periodic terms for interest payments and contract maturity. The fair value estimate of the interest rate derivative instruments also considers the credit risk of the Company for instruments in a liability position or the counterparty for instruments in an asset position. The credit risk is calculated by using the spread between the one-month LIBOR yield curve and the relevant average 10 and 20-year rate according to Standard and Poor's. The Company has determined the valuation measurement inputs of these derivative instruments to maximize the use of observable inputs that market participants would use in pricing similar or identical instruments and market data obtained from independent sources, which is readily observable or can be corroborated by observable market data for substantially the full term of the derivative instrument. Further, the valuation measurement inputs minimize the use of unobservable inputs. Accordingly, the Company has classified the derivatives within Level 2 of the hierarchy framework as described by Accounting Standards Codification ("ASC") 820, Fair Value Measurement.

All of the Company's interest rate derivative instruments are designated as cash flow hedges. The related gains or losses on these interest rate derivative instruments are deferred in stockholders' equity as a component of accumulated other comprehensive loss. These deferred gains or losses are recognized in income in the period in which the related items being hedged are recognized in expense. Monthly contractual settlements of these swap positions are recognized as Floorplan interest expense or Other interest expense, net in the Company's accompanying Consolidated Statements of Operations. To the extent that the change in value of a derivative contract does not perfectly offset the change in the value of the items being hedged, that ineffective portion is immediately recognized in other income or expense. As of June 30, 2018, all of the Company's derivative instruments that were in effect were determined to be effective. The Company had no gains or losses related to ineffectiveness or amounts excluded from effectiveness testing recognized in the Consolidated Statements of Operations for the three and six months ended June 30, 2018 or 2017, respectively.

The Company held 24 interest rate derivative instruments in effect as of June 30, 2018 of $804.6 million in notional value that fixed its underlying one-month LIBOR at a weighted average rate of 2.6%. For the three months ended June 30, 2018 and 2017, the impact of the Company's interest rate hedges in effect increased floorplan interest expense by $1.3 million and $2.7 million, respectively. For the six months ended June 30, 2018 and 2017, the impact of the Company's interest rate hedges in effect increased floorplan expense by $3.0 million and $5.7 million, respectively. Total floorplan interest expense, inclusive of the aforementioned impact of the Company's interest rate hedges, was $14.6 million and $13.2 million for the three months ended June 30, 2018 and 2017, respectively, and $28.7 million and $25.2 million for the six months ended June 30, 2018 and 2017, respectively.

In addition to the $804.6 million of swaps in effect as of June 30, 2018, the Company held seven additional interest rate derivative instruments with forward start dates between December 2018 and December 2020 and expiration dates between December 2021 and December 2030. The aggregate notional value of these seven forward-starting swaps was

$375.0 million, and the weighted average interest rate was 1.8%. The combination of the interest rate derivative instruments currently in effect and these forward-starting derivative instruments is structured such that the notional value in effect at any given time through December 2030 does not exceed $902.4 million, which is less than the Company's expectation for variable-rate debt outstanding during such period.

Assets and liabilities associated with interest rate derivative instruments as reflected in the accompanying balance sheets were as follows:

	As of June 30, 2018	As of December 31, 2017
	(In thousands)	
Assets from interest rate risk management activities:		
Other long-term assets	$18,548	$ 9,501
Total	$18,548	$ 9,501
Liabilities from interest rate risk management activities:		
Current	$682	$ 1,996
Long-term	1,597	8,583
Total	$2,279	$ 10,579

Included in Accumulated Other Comprehensive Loss at June 30, 2018 and 2017 were accumulated unrealized gains, net of income taxes, totaling $12.5 million and unrealized losses, net of income taxes, totaling $7.3 million, respectively, related to these interest rate derivative instruments.

The following table presents the impact during the current and comparative prior year periods for the Company's interest rate derivative instruments on its Consolidated Statements of Operations and Consolidated Balance Sheets.

	Amount of Unrealized Income (Loss), Net of Tax, Recognized in Other Comprehensive Income (Loss)	
	Six Months Ended June 30,	
Derivatives in Cash Flow Hedging Relationship	2018	2017
	(In thousands)	
Interest rate derivative instruments	$ 11,305	$ (2,180)

	Amount of Loss Reclassified from Other Comprehensive Income (Loss) into Statements of Operations	
	Six Months Ended June 30,	
Location of Loss Reclassified from Other Comprehensive Income (Loss) into Statements of Operations	2018	2017
	(In thousands)	
Floorplan interest expense	$ (2,999)	$ (5,656)
Other interest expense	(390)	(1,154)

The net amount of loss expected to be reclassified out of other comprehensive income (loss) into earnings as additional floorplan interest expense or other interest expense in the next twelve months is $0.2 million.

5. STOCK-BASED COMPENSATION PLANS

The Company provides stock-based compensation benefits to employees and non-employee directors pursuant to its 2014 Long Term Incentive Plan (the "Incentive Plan"), as well as to employees pursuant to its Employee Stock Purchase Plan, as amended and restated (the "Purchase Plan", formerly named the Group 1 Automotive, Inc. 1998 Employee Stock Purchase Plan).

Long Term Incentive Plan

The Incentive Plan provides for the grant of options (including options qualified as incentive stock options under the Internal Revenue Code of 1986, as amended (the "Code") and options that are non-qualified), restricted stock, performance awards, bonus stock, and phantom stock to the Company's employees, consultants, non-employee directors and officers. The Incentive Plan expires on May 21, 2024. The terms of the awards (including vesting schedules) are established by the Compensation Committee of the Company's Board of Directors. As of June 30, 2018, there were 870,739 shares available for issuance under the Incentive Plan.

Restricted Stock and Restricted Stock Unit Awards

Under the Incentive Plan, the Company grants to non-employee directors and certain employees restricted stock awards or, at their election, restricted stock units (to non-employee directors only) at no cost to the recipient. Restricted stock awards qualify as participating securities because each award contains non-forfeitable rights to dividends. As such, the two-class method is required for the computation of earnings per share. See Note 6, "Earnings Per Share", for further details. Restricted stock awards are considered outstanding at the date of grant but are subject to vesting periods upon issuance of up to five years. Since they convey no voting rights, restricted stock units are not considered outstanding when issued. In the event an employee or non-employee director terminates his or her employment or directorship with the Company prior to the lapse of the restrictions, the awards, in most cases, will be forfeited to the Company. When restricted stock vests, the Company settles utilizing new shares or treasury shares, if available. Restricted stock units settle in cash upon the termination of the grantees' employment or directorship. Compensation expense for restricted stock awards is calculated based on the market price of the Company's common stock at the date of grant and recognized over the requisite service period. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. This estimate is adjusted annually based on the extent to which actual or expected forfeitures differ from the previous estimate.

A summary of the restricted stock awards as of June 30, 2018, along with the changes during the six months then ended, is as follows:

	Awards	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2017	702,778	$ 68.23
Granted	210,971	75.28
Vested	(191,794)	62.67
Forfeited	(23,015)	70.22
Nonvested at June 30, 2018	698,940	$ 71.80

Employee Stock Purchase Plan

The Purchase Plan authorizes the issuance of up to 4.5 million shares of common stock and provides that no options to purchase shares may be granted under the Purchase Plan after May 19, 2025. The Purchase Plan is available to all employees of the Company and its participating subsidiaries and is a qualified plan as defined by Section 423 of the Code. At the end of each fiscal quarter (the "Option Period") during the term of the Purchase Plan, employees can acquire shares of common stock from the Company at 85% of the fair market value of the common stock on the first or the last day of the Option Period, whichever is lower. As of June 30, 2018, there were 1,063,449 shares available for issuance under the Purchase Plan. During the six months ended June 30, 2018 and 2017, the Company issued 75,663 and 65,042 shares, respectively, of common stock to employees participating in the Purchase Plan. With respect to shares issued under the Purchase Plan, the Company's Board of Directors has authorized specific share repurchases to fund the shares issuable under the Purchase Plan.

The weighted average per share fair value of employee stock purchase rights issued pursuant to the Purchase Plan was $15.47 and $17.38 for the six months ended June 30, 2018 and 2017, respectively. The fair value of stock purchase rights is calculated using the grant date stock price, the value of the embedded call option and the value of the embedded put option.

Stock-Based Compensation

Total stock-based compensation cost was $4.3 million and $4.4 million for the three months ended June 30, 2018 and 2017, respectively, and $9.9 million and $10.5 million for the six months ended June 30, 2018 and 2017, respectively. Cash received from Purchase Plan purchases was $4.0 million and $3.8 million for the six months ended June 30, 2018 and 2017, respectively.

6. EARNINGS PER SHARE

The two-class method is utilized for the computation of the Company's earnings per share ("EPS"). The two-class method requires a portion of net income to be allocated to participating securities, which are unvested awards of share-based payments with non-forfeitable rights to receive dividends or dividend equivalents. The Company's restricted stock awards are participating securities. Income allocated to these participating securities is excluded from net earnings available to common shares, as shown in the table below. Basic EPS is computed by dividing net income available to basic common shares by the weighted average number of basic common shares outstanding during the period. Diluted EPS is computed by dividing net income available to diluted common shares by the weighted average number of dilutive common shares outstanding during the period.

The following table sets forth the calculation of EPS for the three and six months ended June 30, 2018 and 2017.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(In thousands, except per share amounts)			
Weighted average basic common shares outstanding	20,036	20,516	20,167	20,604
Dilutive effect of employee stock purchases, net of assumed repurchase of treasury stock	10	6	9	5
Weighted average dilutive common shares outstanding	20,046	20,522	20,176	20,609
Basic:				
Net Income	$56,463	$39,133	$92,277	$73,072
Less: Earnings allocated to participating securities	1,916	1,389	3,123	2,645
Net income available to basic common shares	$54,547	$37,744	$89,154	$70,427
Basic earnings per common share	$2.72	$1.84	$4.42	$3.42
Diluted:				
Net Income	$56,463	$39,133	$92,277	$73,072
Less: Earnings allocated to participating securities	1,916	1,389	3,123	2,645
Net income available to diluted common shares	$54,547	$37,744	$89,154	$70,427
Diluted earnings per common share	$2.72	$1.84	$4.42	$3.42

7. INCOME TAXES

For the three and six months ended June 30, 2018, the Company's effective tax rate decreased to 24.9% and 24.0%, respectively, as compared to 36.6% and 35.3% for the three and six months ended June 30, 2017, respectively. This decrease was primarily due to the impact of the Tax Act that made broad and complex changes to the Code. Those changes include, but are not limited to, reducing the U.S. federal corporate tax rate from 35.0% to 21.0%, creating a territorial tax system that generally eliminates U.S. federal income taxes on dividends from foreign subsidiaries, requiring companies to pay a one-time transition tax on unrepatriated earnings of their foreign subsidiaries, creating a "minimum tax" on certain foreign earnings (i.e. global intangible low-taxed income, or "GILTI"), limiting the deduction for net interest expense incurred by U.S. corporations, and eliminating certain deductions, including deductions for certain compensation arrangements and certain other business expenses. The Company recognizes the tax on GILTI as a period expense in the period the tax is incurred. Under this policy, the Company has not provided deferred taxes related to temporary differences that upon their reversal will affect the amount of income subject to GILTI in the period. As of June 30, 2018, the Company estimated that the 2018 GILTI tax will not be material.

The Company is subject to U.S. federal income taxes and income taxes in numerous U.S. states. In addition, the Company is subject to income tax in the U.K. and Brazil relative to its foreign subsidiaries. The Company's effective income tax rate of 24.9% and 24.0% for the three and six months ended June 30, 2018, respectively, was more than the U.S. federal statutory rate of 21.0%, due primarily to: (1) the taxes provided for in U.S. state jurisdictions; (2) valuation allowances provided for net operating losses and other deferred tax assets in certain U.S. states and in Brazil; (3) unrecognized tax benefits with respect to uncertain tax positions; and (4) the deferred tax impact of certain goodwill amortization in Brazil, partially offset by: (1) income generated in the U.K., which is taxed at a 19.0% statutory rate; and (2) excess tax deductions for restricted stock awards.

In accordance with SEC Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Job Act ("SAB 118"), the Company made a reasonable estimate of the Tax Act's impact and provisionally recorded this estimate in its results for the period ended December 31, 2017. As of June 30, 2018, the Company has not completed its accounting for the aspects of the Tax Act recorded provisionally: the re-measurement of deferred taxes based on the reduced tax rate, and the

Company's provisional determination that the Company does not have a transition tax liability for previously untaxed accumulated and current earnings and profits of foreign subsidiaries. The Company will continue to gather data and evaluate the impact of the Tax Act after the Company has considered additional guidance issued by the U.S. Treasury Department, the IRS, state tax authorities and other standard-setting bodies. This analysis may result in adjustments to the provisional amounts, which would impact the Company's provision for income taxes and effective tax rate for the period in which the adjustments are made. The Company expects to complete its accounting for the Tax Act in 2018.

As of June 30, 2018, the Company's unrecognized tax benefits totaled $1.3 million, including related interest and penalty. To the extent that any such tax benefits are recognized in the future, such recognition would reduce the tax liability in that period by approximately $1.1 million. Consistent with prior treatment of tax related assessments, the Company recognizes interest and penalties related to uncertain tax positions in income tax expense.

The Company's taxable years 2013 and subsequent remain open for examination in the U.S. The Company's taxable years 2016 and subsequent remain open in the U.K., and taxable years 2012 and subsequent remain open in Brazil.

8. DETAIL OF CERTAIN BALANCE SHEET ACCOUNTS

Accounts and notes receivable consisted of the following:

	June 30, 2018	December 31, 2017
	(In thousands)	
Amounts due from manufacturers	$94,629	$109,599
Parts and service receivables [(1)]	53,884	39,343
Finance and insurance receivables	21,939	25,293
Other	10,818	17,514
Total accounts and notes receivable	181,270	191,749
Less allowance for doubtful accounts	2,931	3,138
Accounts and notes receivable, net [(1)]	$178,339	$188,611

Inventories consisted of the following:

	June 30, 2018	December 31, 2017
	(In thousands)	
New vehicles	$1,169,356	$1,194,632
Used vehicles	350,803	350,760
Rental vehicles	130,632	144,213
Parts, accessories and other [(1)]	80,392	82,755
Total inventories	1,731,183	1,772,360
Less lower of cost or net realizable value allowance	9,934	9,067
Inventories, net [(1)]	$1,721,249	$1,763,293

[(1)] December 31, 2017 balances have not been adjusted under the modified retrospective approach as a part of the implementation of Topic 606. See Note 1, “Interim Financial Information”, for further detail.

New, used, and rental vehicles are valued at the lower of specific cost or net realizable value and are removed from inventory using the specific identification method. Parts and accessories are valued at lower of cost (determined on either a first-in, first-out or an average cost basis) or net realizable value.

Property and equipment consisted of the following:

	Estimated Useful Lives in Years	June 30, 2018	December 31, 2017
		(In thousands)	
Land	—	$478,589	$482,600
Buildings	25 to 50	724,451	700,257
Leasehold improvements	varies	185,528	172,071
Machinery and equipment	7 to 20	122,734	117,781
Furniture and fixtures	3 to 10	107,528	100,881
Company vehicles	3 to 5	12,236	11,933
Construction in progress	—	48,886	41,824
Total		1,679,952	1,627,347
Less accumulated depreciation		331,431	308,388
Property and equipment, net		$1,348,521	$1,318,959

During the six months ended June 30, 2018, the Company incurred $65.1 million of capital expenditures for the construction of new or expanded facilities and the purchase of equipment and other fixed assets in the maintenance of the Company's dealerships and facilities, excluding $8.8 million of capital expenditures accrued as of December 31, 2017. As of June 30, 2018, the Company had accrued $8.6 million of capital expenditures. Additionally, during the six months ended June 30, 2018, the Company purchased real estate (including land and buildings) associated with existing dealership operations totaling $23.0 million. In conjunction with the acquisition of dealerships and franchises in the six months ended June 30, 2018, the Company acquired $9.7 million of real estate and other property and equipment.

In conjunction with the one U.S. dealership disposition during the six months ended June 30, 2018 that is described in Note 3, "Acquisitions and Dispositions", the Company disposed of land, building and other equipment that totaled $20.7 million. Further, the Company identified $17.4 million of property and equipment qualifying as held-for-sale assets as of June 30, 2018 and reclassified such assets to Prepaid expenses and other current assets.

9. CREDIT FACILITIES

In the U.S., the Company has a $1.8 billion revolving syndicated credit arrangement that matures on June 17, 2021 and is comprised of 24 financial institutions, including six manufacturer-affiliated finance companies ("Revolving Credit Facility"), consisting of two tranches. The borrowing capacity of the Revolving Credit Facility can be allocated between the two tranches, subject to certain limits. For U.S. vehicle inventory floorplan financing, the Revolving Credit Facility provides a maximum of $1.75 billion ("Floorplan Line") and, for working capital and general corporate purposes (including acquisitions), the Revolving Credit Facility provides a maximum of $360.0 million and a minimum of $50.0 million ("Acquisition Line"). The Company also has a $300.0 million floorplan financing arrangement ("FMCC Facility") with Ford Motor Credit Company ("FMCC") for financing of new Ford vehicles in the U.S. and other floorplan financing arrangements with several other automobile manufacturers for financing of a portion of its U.S. rental vehicle inventory. Within the Company's Consolidated Balance Sheets, Floorplan notes payable - credit facility and other primarily reflects amounts payable for the purchase of specific new, used, and rental vehicle inventory (with the exception of new and rental vehicle purchases financed through lenders affiliated with the respective manufacturer) whereby financing is provided by the Revolving Credit Facility. Floorplan notes payable - manufacturer affiliates reflects amounts related to the purchase of vehicles whereby financing is provided by the FMCC Facility, the financing of a portion of the Company's rental vehicles in the U.S. (through lenders affiliated with the respective manufacturer), as well as the financing of new, used, and rental vehicles with manufacturer affiliates in both the U.K. and Brazil. Payments on the floorplan notes payable are generally due as the vehicles are sold. As a result, these obligations are reflected in the accompanying Consolidated Balance Sheets as current liabilities.

Revolving Credit Facility

After considering the outstanding balance of $995.6 million at June 30, 2018, the Company had $444.4 million of available floorplan borrowing capacity under the Floorplan Line. Included in the $444.4 million available borrowings under the Floorplan Line was $119.6 million of immediately available funds. The weighted average interest rate on the Floorplan Line was 3.2% and 2.7% as of June 30, 2018 and December 31, 2017, respectively, excluding the impact of the Company's interest rate derivative instruments. With regards to the Acquisition Line, there were $39.6 million of borrowings outstanding as of

June 30, 2018 and $27.0 million of borrowings outstanding as of December 31, 2017, both of which consisted entirely of borrowings in British pound sterling. The interest rate on the Acquisition Line was 2.24% as of June 30, 2018, representing the applicable rate for borrowings in British pound sterling. After considering $25.0 million of outstanding letters of credit and other factors included in the Company’s available borrowing base calculation, there was $295.1 million of available borrowing capacity under the Acquisition Line as of June 30, 2018. The amount of available borrowing capacity under the Acquisition Line is limited from time to time based upon certain debt covenants.

The Revolving Credit Facility contains a number of significant covenants that, among other things, restrict the Company’s ability to make disbursements outside of the ordinary course of business, dispose of assets, incur additional indebtedness, create liens on assets, make investments, and engage in mergers or consolidations. The Company is also required to comply with specified financial tests and ratios defined in the Revolving Credit Facility, such as the fixed charge coverage and total adjusted leverage ratios. Further, the Revolving Credit Facility restricts the Company’s ability to make certain payments, such as dividends or other distributions of assets, properties, cash, rights, obligations or securities (“Restricted Payments”). The Restricted Payments cannot exceed the sum of $208.5 million plus (or minus if negative) (a) one-half of the aggregate consolidated net income for the period beginning on April 1, 2014 and ending on the date of determination and (b) the amount of net cash proceeds received from the sale of capital stock after June 2, 2014 and ending on the date of determination less (c) cash dividends and share repurchases after June 2, 2014 (“Credit Facility Restricted Payment Basket”). For purposes of the calculation of the Credit Facility Restricted Payment Basket, net income represents such amounts per the Consolidated Financial Statements adjusted to exclude the Company’s foreign operations, non-cash interest expense, non-cash asset impairment charges, and non-cash stock-based compensation. As of June 30, 2018, the Credit Facility Restricted Payment Basket totaled $162.1 million.

The Company was in compliance with all applicable covenants and ratios under the Revolving Credit Facility as of June 30, 2018. All of the U.S. dealership-owning subsidiaries are co-borrowers under the Revolving Credit Facility. The Company's obligations under the Revolving Credit Facility are secured by essentially all of the Company's U.S. personal property (other than equity interests in dealership-owning subsidiaries), including all motor vehicle inventory and proceeds from the disposition of dealership-owning subsidiaries, excluding inventory financed directly with manufacturer-affiliates and other third-party financial institutions.

Ford Motor Credit Company Facility

As of June 30, 2018, the Company had an outstanding balance of $144.1 million under the FMCC Facility with an available floorplan borrowing capacity of $155.9 million. Included in the $155.9 million of available borrowings under the FMCC Facility was $24.5 million of immediately available funds. This facility bears interest at a rate of Prime plus 150 basis points minus certain incentives. The interest rate on the FMCC Facility was 6.50% before considering the applicable incentives as of June 30, 2018.

Other Credit Facilities

The Company has credit facilities with financial institutions in the U.K., most of which are affiliated with the manufacturers, for financing new, used, and rental vehicle inventories related to its U.K. operations. As of June 30, 2018, borrowings outstanding under these facilities totaled $139.5 million. Annual interest rates charged on borrowings outstanding under these facilities, after the grace period of zero to 30 days, ranged from 1.65% to 3.45%.

The Company has credit facilities with financial institutions in Brazil, most of which are affiliated with the manufacturers, for the financing of new, used, and rental vehicle inventories related to its Brazilian operations. As of June 30, 2018, borrowings outstanding under these facilities totaled $20.1 million. Annual interest rates charged on borrowings outstanding under these facilities, after the grace period of zero to 90 days, ranged from 10.92% to 16.63%.

Excluding rental vehicles financed through the Revolving Credit Facility, financing for U.S. rental vehicles is typically obtained directly from the automobile manufacturers. As of June 30, 2018, borrowings outstanding under these rental vehicle facilities totaled $108.7 million, with interest rates that vary up to 6.50%.

10. LONG-TERM DEBT

The Company carries its long-term debt at face value, net of applicable discounts and capitalized debt issuance costs. Long-term debt consisted of the following:

	June 30, 2018	December 31, 2017
	(In thousands)	
5.00% senior notes (aggregate principal of $550,000 at June 30, 2018 and December 31, 2017)	$542,888	$542,063
5.25% senior notes (aggregate principal of $300,000 at June 30, 2018 and December 31, 2017)	296,440	296,151
Acquisition line	39,636	26,988
Real estate related and other long-term debt	476,178	440,845
Capital lease obligations related to real estate, maturing in varying amounts through December 2037 with a weighted average interest rate of 8.5% and 10.4%, respectively	64,523	51,665
	1,419,665	1,357,712
Less current maturities of long-term debt	61,667	39,528
	$1,357,998	$1,318,184

Included in current maturities of long-term debt and short-term financing in the Company's Consolidated Balance Sheets, as of June 30, 2018 and December 31, 2017, were two short-term revolving working capital loan agreements with third-party financial institutions in the U.K. that totaled $13.1 million and $13.4 million, respectively. During the six months ended June 30, 2018, the Company made borrowings of $26.4 million and principal payments of $26.6 million under these U.K. working capital loans. Also included in current maturities of long-term debt and short-term financing as of June 30, 2018 was a short-term financing arrangement in Brazil that totaled $1.7 million, which represented borrowings of $2.4 million and repayments of $0.3 million during the six months ended June 30, 2018. Included in current maturities of long-term debt and short-term financing as of December 30, 2017 was an unsecured loan agreement with a third-party financial institution in the U.S. that totaled $24.7 million. During the six months ended June 30, 2018, the Company repaid the entire balance outstanding under the U.S. unsecured loan.

Real Estate Related and Other Long-Term Debt

The mortgage loans in the U.S. consist of 61 term loans for an aggregate principal amount of $432.7 million. As of June 30, 2018, borrowings outstanding under these notes totaled $365.5 million, with $46.0 million classified as a current maturity of long-term debt. For the six months ended June 30, 2018, the Company made additional borrowings and principal payments, including repayment of the mortgage associated with the U.S. dealership disposition described in Note 3, “Acquisitions and Dispositions”, of $42.7 million and $27.2 million, respectively.

The Company has entered into 18 separate term mortgage loans in the U.K. with other third-party financial institutions which are secured by the Company’s U.K. properties. These mortgage loans (collectively, “U.K. Notes”) are denominated in British pound sterling and are being repaid in monthly installments that will mature by September 2034. As of June 30, 2018, borrowings under the U.K. mortgage loans totaled $80.7 million, with $7.9 million classified as a current maturity of long-term debt in the accompanying Consolidated Balance Sheets. For the six months ended June 30, 2018, the Company made additional borrowings and principal payments of $12.1 million and $8.6 million, respectively, associated with the U.K. Notes. Additionally, during the six months ended June 30, 2018, the Company entered into an unsecured loan agreement in the U.K. with a third-party financial institution that matures in March 2028. As of June 30, 2018, borrowings under the agreement totaled $20.4 million, with $2.1 million classified as a current maturity of long-term debt in the accompanying Consolidated Balance Sheets.

The Company has a separate term mortgage loan in Brazil with a third-party financial institution, which is denominated in Brazilian real and is secured by one of the Company's Brazilian properties, as well as a guarantee from the Company. The mortgage is being repaid in monthly installments through April 2025. As of June 30, 2018, borrowings under the Brazil mortgage totaled $2.6 million, with $0.3 million classified as a current maturity of long-term debt in the accompanying Consolidated Balance Sheets. For the six months ended June 30, 2018, the

Company made no additional borrowings and made principal payments of $0.3 million associated with the Brazil mortgage.
The Company also has a working capital loan agreement with a third-party financial institution in Brazil. As of June 30, 2018, borrowings under the Brazilian third-party loan totaled $5.7 million. For the six months ended June 30, 2018, the Company made no additional borrowings or principal payments.
Fair Value of Long-Term Debt

The Company's outstanding 5.00% Notes had a fair value of $548.3 million and $567.9 million as of June 30, 2018 and December 31, 2017, respectively. The Company's outstanding 5.25% Notes had a fair value of $291.2 million and $310.9 million as of June 30, 2018 and December 31, 2017, respectively. The carrying value of the Company's fixed interest rate borrowings included in real estate related and other long-term debt totaled $83.2 million and $86.8 million as of June 30, 2018 and December 31, 2017, respectively. The fair value of such fixed interest rate borrowings was $85.0 million and $92.9 million as of June 30, 2018 and December 31, 2017, respectively. The fair value estimates are based on Level 2 inputs of the fair value hierarchy available as of June 30, 2018 and December 31, 2017. The Company determined the estimated fair value of its long-term debt using available market information and commonly accepted valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, these estimates are not necessarily indicative of the amounts that the Company, or holders of the instruments, could realize in a current market exchange. The use of different assumptions and/or estimation methodologies could have a material effect on estimated fair values. The carrying value of the Company’s variable rate debt approximates fair value due to the short-term nature of the interest rates.

11. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; requires disclosure of the extent to which fair value is used to measure financial and non-financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the measurement date; and establishes a three-level valuation hierarchy based upon the transparency of inputs utilized in the measurement and valuation of financial assets or liabilities as of the measurement date:

- Level 1 — unadjusted, quoted prices for identical assets or liabilities in active markets;
- Level 2 — quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted market prices that are observable or that can be corroborated by observable market data by correlation; and
- Level 3 — unobservable inputs based upon the reporting entity’s internally developed assumptions that market participants would use in pricing the asset or liability.

The Company’s financial instruments consist primarily of cash and cash equivalents, contracts-in-transit and vehicle receivables, accounts and notes receivable, investments in debt and equity securities, accounts payable, credit facilities, long-term debt, and interest rate derivative instruments. The fair values of cash and cash equivalents, contracts-in-transit and vehicle receivables, accounts and notes receivable, accounts payable, and credit facilities approximate their carrying values due to the short-term nature of these instruments and/or the existence of variable interest rates. The Company evaluated its assets and liabilities for those that met the criteria of the disclosure requirements and fair value framework of ASC 820 and identified demand obligations, interest rate derivative instruments, and investment balances in certain financial institutions as having met such criteria. See Note 10, “Long-Term Debt”, for details regarding the fair value of the Company's long-term debt.

The Company periodically invests in unsecured, corporate demand obligations with manufacturer-affiliated finance companies, which bear interest at a variable rate and are redeemable on demand by the Company. Therefore, the Company has classified these demand obligations as Cash and cash equivalents in the accompanying Consolidated Balance Sheets. The Company determined that the valuation measurement inputs of these instruments include inputs other than quoted market prices, that are observable or that can be corroborated by observable data by correlation. Accordingly, the Company has classified these instruments within Level 2 of the hierarchy framework.

In addition, the Company maintains an investment balance with certain of the financial institutions in Brazil that provide credit facilities for the financing of new, used, and rental vehicle inventories. The investment balances bear interest at a variable rate and are redeemable by the Company in the future under certain conditions. The Company has classified these investment balances as restricted cash within Other Assets in the accompanying Consolidated Balance Sheets. The Company determined that the valuation measurement inputs of these instruments include inputs other than quoted market prices that are observable or that can be corroborated by observable data by correlation. Accordingly,

the Company has classified these instruments within Level 2 of the hierarchy framework.
The Company's derivative financial instruments are recorded at fair market value. See Note 4, “Derivative Instruments and Risk Management Activities”, for further details regarding the Company's derivative financial instruments.

Assets and liabilities recorded at fair value, within Level 2 of the hierarchy framework, in the accompanying balance sheets as of June 30, 2018 and December 31, 2017, respectively, were as follows:

	As of June 30, 2018	As of December 31, 2017
	(In thousands)	
Assets:		
Investments	$2,057	$ 844
Demand obligations	13	13
Interest rate derivative financial instruments	18,548	9,501
Total	$20,618	$ 10,358
Liabilities:		
Interest rate derivative financial instruments	$2,279	$ 10,579
Total	$2,279	$ 10,579

12. COMMITMENTS AND CONTINGENCIES

From time to time, the Company’s dealerships are named in various types of litigation involving customer claims, employment matters, class action claims, purported class action claims, as well as claims involving the manufacturers of automobiles, contractual disputes, and other matters arising in the ordinary course of business. Due to the nature of the automotive retailing business, the Company may be involved in legal proceedings or suffer losses that could have a material adverse effect on the Company’s business. In the normal course of business, the Company is required to respond to customer, employee, and other third-party complaints. Amounts that have been accrued or paid related to the settlement of litigation are included in selling, general and administrative expenses in the Company’s Consolidated Statements of Operations. In addition, the manufacturers of the vehicles that the Company sells and services have audit rights allowing them to review the validity of amounts claimed for incentive, rebate, or warranty-related items and charge the Company back for amounts determined to be invalid payments under the manufacturers’ programs, subject to the Company’s right to appeal any such decision. Amounts that have been accrued or paid related to the settlement of manufacturer chargebacks of recognized incentives and rebates are included in cost of sales in the Company’s Consolidated Statements of Operations, while such amounts for manufacturer chargebacks of recognized warranty-related items are included as a reduction of Revenues in the Company’s Consolidated Statements of Operations.

Legal Proceedings

Currently, the Company is not party to any legal proceedings that, individually or in the aggregate, are reasonably expected to have a material adverse effect on the Company's results of operations, financial condition, or cash flows, including class action lawsuits. However, the results of current, or future, matters cannot be predicted with certainty, and an unfavorable resolution of one or more of such matters could have a material adverse effect on the Company's results of operations, financial condition, or cash flows.

Other Matters

The Company, acting through its subsidiaries, is the lessee under many real estate leases that provide for the use by the Company’s subsidiaries of their respective dealership premises. Pursuant to these leases, the Company’s subsidiaries generally agree to indemnify the lessor and other parties from certain liabilities arising as a result of the use of the leased premises, including environmental liabilities, or a breach of the lease by the lessee. Additionally, from time to time, the Company enters into agreements in connection with the sale of assets or businesses in which it agrees to indemnify the purchaser, or other parties, from certain liabilities or costs arising in connection with the assets or business. Also, in the ordinary course of business in connection with purchases or sales of goods and services, the Company enters into agreements that may contain indemnification provisions. In the event that an indemnification claim is asserted, liability would be limited by the terms of the applicable agreement.

From time to time, primarily in connection with dealership dispositions, the Company’s subsidiaries sublet to the dealership purchaser the subsidiaries’ interests in any real property leases associated with such dealerships and continue to be primarily obligated on the lease. In these situations, the Company’s subsidiaries retain primary responsibility for the performance of certain obligations under such leases. To the extent that the Company remains primarily responsible under such leases, a quantification of such lease obligations is included in the Company's disclosure of future minimum lease payments for non-cancelable operating leases in Note 18,“Operating Leases”, to Item 8. “Financial Statements and Supplementary Data” of the 2017 Form 10-K.

In certain instances, also in connection with dealership dispositions, the Company’s subsidiaries assign to the dealership purchaser the subsidiaries’ interests in any real property leases associated with such dealerships. The Company’s subsidiaries may retain secondary responsibility for the performance of certain obligations under such leases to the extent that the assignee does not perform, if such performance is required following the assignment of the lease. Additionally, the Company and its subsidiaries may remain subject to the terms of a guaranty made by the Company and its subsidiaries in connection with such leases. In these circumstances, the Company generally has indemnification rights against the assignee in the event of non-performance under these leases, as well as certain defenses. The Company and its subsidiaries also may be called on to perform other obligations under these leases, such as environmental remediation of the leased premises or repair of the leased premises upon termination of the lease. However, potential environmental liabilities are generally known at the time of the sale of the dealership if not previously remediated. The Company does not have any known material environmental commitments or contingencies and presently has no reason to believe that it or its subsidiaries will be called on to so perform. Although not estimated to be material, the Company's exposure under these leases is difficult to estimate and there can be no assurance that any performance of the Company or its subsidiaries required under these leases would not have a material adverse effect on the Company's business, financial condition, or cash flows.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

13. INTANGIBLE FRANCHISE RIGHTS AND GOODWILL

The following is a roll-forward of the Company's intangible franchise rights and goodwill accounts by reportable segment:

	Intangible Franchise Rights			
	U.S.	U.K.	Brazil	Total
	(In thousands)			
BALANCE, December 31, 2017	$255,981	$29,483	$168	$285,632
Additions through acquisitions	1,301	7,454	—	8,755
Disposals and assets held for sale	(4,872)	—	—	(4,872)
Impairments	(1,169)	—	—	(1,169)
Currency translation	—	(955)	(25)	(980)
BALANCE, June 30, 2018	$251,241	$35,982	$143	$287,366

	Goodwill			
	U.S.	U.K.	Brazil	Total
	(In thousands)			
BALANCE, December 31, 2017	$835,267	$65,034	$12,733	$913,034 [1]
Additions through acquisitions	14,199	29,281	4,285	47,765
Purchase price allocation adjustments	12	—	—	12
Disposals and assets held for sale	(9,981)	—	—	(9,981)
Currency translation	—	(2,692)	(2,303)	(4,995)
BALANCE, June 30, 2018	$839,497	$91,623	$14,715	$945,835 [1]

[1] Net of accumulated impairment of $97.8 million.

14. ACCUMULATED OTHER COMPREHENSIVE LOSS

Changes in the balances of each component of accumulated other comprehensive loss for the six months ended June 30, 2018 and 2017 were as follows:

	Six Months Ended June 30, 2018		
	Accumulated foreign currency translation loss	Accumulated gain (loss) on interest rate swaps	Total
	(In thousands)		
Balance, December 31, 2017	$(122,552)	$ (674)	$(123,226)
Other comprehensive income (loss) before reclassifications:			
Pre-tax	(16,315)	14,875	(1,440)
Tax effect	—	(3,570)	(3,570)
Amounts reclassified from accumulated other comprehensive loss to:			
Floorplan interest expense (pre-tax)	—	2,999	2,999
Other interest expense (pre-tax)	—	390	390
Realized gain on swap termination (pre-tax)	—	(918)	(918)
Tax effect	—	(593)	(593)
Net current period other comprehensive income (loss)	(16,315)	13,183	(3,132)
Balance, June 30, 2018	$(138,867)	$ 12,509	$(126,358)

	Six Months Ended June 30, 2017		
	Accumulated foreign currency translation loss	Accumulated loss on interest rate swaps	Total
	(In thousands)		
Balance, December 31, 2016	$(137,613)	$ (9,331)	$(146,944)
Other comprehensive income (loss) before reclassifications:			
Pre-tax	8,600	(3,488)	5,112
Tax effect	—	1,308	1,308
Amounts reclassified from accumulated other comprehensive loss to:			
Floorplan interest expense (pre-tax)	—	5,656	5,656
Other interest expense (pre-tax)	—	1,154	1,154
Tax effect	—	(2,554)	(2,554)
Net current period other comprehensive income	8,600	2,076	10,676
Balance, June 30, 2017	$(129,013)	$ (7,255)	$(136,268)

15. SEGMENT INFORMATION

As of June 30, 2018, the Company had three reportable segments: (1) the U.S., (2) the U.K., and (3) Brazil. Each of the reportable segments is comprised of retail automotive franchises, which sell new and used cars and light trucks; arrange related vehicle financing; sell service and insurance contracts; provide automotive maintenance and repair services; and sell vehicle parts. The vast majority of the Company's corporate activities are associated with the operations of the U.S. operating segment and, therefore, the corporate financial results are included within the U.S. reportable segment.

Reportable segment revenue, income (loss) before income taxes, (provision) benefit for income taxes and net income (loss) were as follows for the three and six months ended June 30, 2018 and 2017:

	Three Months Ended June 30, 2018				Six Months Ended June 30, 2018			
	U.S.	U.K.	Brazil	Total	U.S.	U.K.	Brazil	Total
	(In thousands)				(In thousands)			
Total revenues	$2,168,001	$666,883	$108,578	$2,943,462	$4,256,487	$1,327,425	$219,576	$5,803,488
Income before income taxes	68,942	6,016	230	75,188	109,452	11,753	150	121,355
Provision for income taxes	(17,402)	(903)	(420)	(18,725)	(26,759)	(1,765)	(554)	(29,078)
Net income (loss) [1]	51,540	5,113	(190)	56,463	82,693	9,988	(404)	92,277

	Three Months Ended June 30, 2017				Six Months Ended June 30, 2017			
	U.S.	U.K.	Brazil	Total	U.S.	U.K.	Brazil	Total
	(In thousands)				(In thousands)			
Total revenues	$2,123,690	$437,103	$111,402	$2,672,195	$4,091,409	$887,430	$212,185	$5,191,024
Income before income taxes	56,069	4,929	692	61,690	101,675	10,310	901	112,886
Provision for income taxes	(21,696)	(806)	(55)	(22,557)	(38,043)	(1,676)	(95)	(39,814)
Net income [2]	34,373	4,123	637	39,133	63,632	8,634	806	73,072

(1) Includes the following after tax: gain on real estate and dealership transactions of $15.2 million for the three and six months ended June 30, 2018 in the U.S. segment; loss due to catastrophic events of $4.4 million for the three and six months ended June 30, 2018 in the U.S. segment; loss of $3.2 million for non-cash asset impairments for the three and six months ended June 30, 2018 in the U.S. segment; loss of $1.5 million for legal settlements for the three and six months ended June 30, 2018 in the U.S. segment; and loss of $0.5 million for legal settlements for the three and six months ended June 30, 2018 in the Brazil segment.

(2) Includes an after tax gain on a legal settlement with an original equipment manufacturer (“OEM”) partner of $1.1 million, in the U.S., for the six months ended June 30, 2017.

Reportable segment total assets as of June 30, 2018 and December 31, 2017, were as follows:

	As of June 30, 2018			
	U.S.	U.K.	Brazil	Total
	(In thousands)			
Total assets	$3,971,289	$784,896	$130,557	$4,886,742

	As of December 31, 2017			
	U.S.	U.K.	Brazil	Total
	(In thousands)			
Total assets	$4,087,039	$654,154	$129,872	$4,871,065

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16. CONDENSED CONSOLIDATING FINANCIAL INFORMATION
The following tables include condensed consolidating financial information as of June 30, 2018 and December 31, 2017, and for the six months ended June 30, 2018 and 2017, for Group 1 Automotive, Inc.’s (as issuer of the 5.00% Notes) guarantor subsidiaries and non-guarantor subsidiaries (representing foreign entities). The condensed consolidating financial information includes certain allocations of balance sheet, statement of operations, and cash flows items that are not necessarily indicative of the financial position, results of operations, or cash flows of these entities had they operated on a stand-alone basis. In accordance with Rule 3-10 of Regulation S-X, condensed consolidated financial statements of non-guarantors are not required. The Company has no assets or operations independent of its subsidiaries. Obligations under the 5.00% Notes are fully and unconditionally and jointly and severally guaranteed on a senior unsecured basis by the Company’s current wholly owned domestic subsidiaries and certain of the Company’s future domestic subsidiaries, with the exception of the Company’s “minor” subsidiaries (as defined by Rule 3-10 of Regulation S-X). There are no significant restrictions on the ability of the Company or subsidiary guarantors for the Company to obtain funds from its subsidiary guarantors by dividend or loan. None of the subsidiary guarantors’ assets represent restricted assets pursuant to SEC Rule 4-08(e)(3) of Regulation S-X.

Table of Contents GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

CONDENSED CONSOLIDATED BALANCE SHEET
June 30, 2018

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(Unaudited, in thousands)				
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$—	$8,676	$ 32,899	$—	$41,575
Contracts-in-transit and vehicle receivables, net	—	188,592	61,114	—	249,706
Accounts and notes receivable, net	—	132,452	45,887	—	178,339
Intercompany accounts receivable	39,636	56,435	—	(96,071)	—
Inventories, net	—	1,379,275	341,974	—	1,721,249
Prepaid expenses and other current assets	779	35,273	44,905	—	80,957
Total current assets	40,415	1,800,703	526,779	(96,071)	2,271,826
PROPERTY AND EQUIPMENT, net	—	1,118,917	229,604	—	1,348,521
GOODWILL	—	839,498	106,337	—	945,835
INTANGIBLE FRANCHISE RIGHTS	—	251,240	36,126	—	287,366
INVESTMENT IN SUBSIDIARIES	2,982,451	—	—	(2,982,451)	—
OTHER ASSETS	—	22,243	10,951	—	33,194
Total assets	$3,022,866	$4,032,601	$ 909,797	$(3,078,522)	$4,886,742
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Floorplan notes payable — credit facility and other	$—	$1,115,163	$ 32,729	$—	$1,147,892
Offset account related to floorplan notes payable - credit facility	—	(119,562)	—	—	(119,562)
Floorplan notes payable — manufacturer affiliates	—	277,299	126,934	—	404,233
Offset account related to floorplan notes payable - manufacturer affiliates	—	(24,500)	—	—	(24,500)
Current maturities of long-term debt and short-term financing	—	50,720	25,692	—	76,412
Current liabilities from interest rate risk management activities	—	682	—	—	682
Accounts payable	—	210,791	231,786	—	442,577
Intercompany accounts payable	855,557	—	56,434	(911,991)	—
Accrued expenses	—	156,283	32,744	—	189,027
Total current liabilities	855,557	1,666,876	506,319	(911,991)	2,116,761
LONG-TERM DEBT, net of current maturities	878,964	354,002	125,032	—	1,357,998
LIABILITIES FROM INTEREST RATE RISK MANAGEMENT ACTIVITIES	—	1,597	—	—	1,597
DEFERRED INCOME TAXES AND OTHER LIABILITIES	769	223,692	13,313	—	237,774
STOCKHOLDERS' EQUITY:					
Group 1 stockholders' equity	1,287,576	2,602,354	265,133	(2,982,451)	1,172,612
Intercompany note receivable	—	(815,920)	—	815,920	—
Total stockholders' equity	1,287,576	1,786,434	265,133	(2,166,531)	1,172,612
Total liabilities and stockholders' equity	$3,022,866	$4,032,601	$ 909,797	$(3,078,522)	$4,886,742

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 GROUP 1 AUTOMOTIVE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

CONDENSED CONSOLIDATED BALANCE SHEET
December 31, 2017

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(In thousands)				
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$—	$10,096	$ 18,691	$—	$28,787
Contracts-in-transit and vehicle receivables, net	—	266,788	39,645	—	306,433
Accounts and notes receivable, net	—	144,872	43,739	—	188,611
Intercompany accounts receivable	26,988	12,948	—	(39,936)	—
Inventories, net	—	1,434,852	328,441	—	1,763,293
Prepaid expenses and other current assets	1,934	8,378	31,750	—	42,062
Total current assets	28,922	1,877,934	462,266	(39,936)	2,329,186
PROPERTY AND EQUIPMENT, net	—	1,121,108	197,851	—	1,318,959
GOODWILL	—	835,268	77,766	—	913,034
INTANGIBLE FRANCHISE RIGHTS	—	255,980	29,652	—	285,632
INVESTMENT IN SUBSIDIARIES	2,999,407	—	—	(2,999,407)	—
OTHER ASSETS	—	13,682	10,572	—	24,254
Total assets	$3,028,329	$4,103,972	$ 778,107	$(3,039,343)	$4,871,065
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Floorplan notes payable — credit facility and other	$—	$1,219,844	$ 20,851	$—	$1,240,695
Offset account related to floorplan notes payable - credit facility	—	(86,547)	—	—	(86,547)
Floorplan notes payable — manufacturer affiliates	—	272,563	124,620	—	397,183
Offset account related to floorplan notes payable - manufacturer affiliates	—	(22,500)	—	—	(22,500)
Current maturities of long-term debt and short-term financing	24,741	31,229	21,639	—	77,609
Current liabilities from interest rate risk management activities	—	1,996	—	—	1,996
Accounts payable	—	229,470	183,511	—	412,981
Intercompany accounts payable	890,995	—	39,936	(930,931)	—
Accrued expenses	—	150,241	26,829	—	177,070
Total current liabilities	915,736	1,796,296	417,386	(930,931)	2,198,487
LONG-TERM DEBT, net of current maturities	865,202	360,526	92,456	—	1,318,184
LIABILITIES FROM INTEREST RATE RISK MANAGEMENT ACTIVITIES	—	8,583	—	—	8,583
DEFERRED INCOME TAXES AND OTHER LIABILITIES	(117)	210,216	11,430	—	221,529
STOCKHOLDERS' EQUITY:					
Group 1 stockholders' equity	1,247,508	2,619,346	256,835	(2,999,407)	1,124,282
Intercompany note receivable	—	(890,995)	—	890,995	—
Total stockholders' equity	1,247,508	1,728,351	256,835	(2,108,412)	1,124,282

Total liabilities and stockholders’ equity	$3,028,329	$4,103,972	$ 778,107	$(3,039,343)	$4,871,065

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Three Months Ended June 30, 2018

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(Unaudited, in thousands)				
REVENUES	$—	$2,168,001	$ 775,461	$—	$2,943,462
COST OF SALES	—	1,817,331	687,968	—	2,505,299
GROSS PROFIT	—	350,670	87,493	—	438,163
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	635	231,923	75,534	—	308,092
DEPRECIATION AND AMORTIZATION EXPENSE	—	13,040	3,598	—	16,638
ASSET IMPAIRMENTS	—	4,268	—	—	4,268
INCOME (LOSS) FROM OPERATIONS	(635)	101,439	8,361	—	109,165
OTHER EXPENSE:					
Floorplan interest expense	—	(12,810)	(1,753)	—	(14,563)
Other interest expense, net	—	(17,331)	(2,083)	—	(19,414)
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF SUBSIDIARIES	(635)	71,298	4,525	—	75,188
BENEFIT (PROVISION) FOR INCOME TAXES	153	(17,556)	(1,322)	—	(18,725)
EQUITY IN EARNINGS OF SUBSIDIARIES	56,945	—	—	(56,945)	—
NET INCOME (LOSS)	$56,463	$53,742	$ 3,203	$(56,945)	$56,463
OTHER COMPREHENSIVE INCOME (lOSS)	—	3,778	(24,186)	—	(20,408)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PARENT	$56,463	$57,520	$ (20,983)	$(56,945)	$36,055

Six Months Ended June 30, 2018

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(Unaudited, in thousands)				
REVENUES	$—	$4,256,488	$ 1,547,000	$—	$5,803,488
COST OF SALES	—	3,570,133	1,375,429	—	4,945,562
GROSS PROFIT	—	686,355	171,571	—	857,926
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	2,403	481,088	148,948	—	632,439
DEPRECIATION AND AMORTIZATION EXPENSE	—	25,921	7,059	—	32,980
ASSET IMPAIRMENTS	—	4,268	—	—	4,268
INCOME (LOSS) FROM OPERATIONS	(2,403)	175,078	15,564	—	188,239
OTHER EXPENSE:					
Floorplan interest expense	—	(25,147)	(3,503)	—	(28,650)
Other interest expense, net	—	(34,348)	(3,886)	—	(38,234)
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF SUBSIDIARIES	(2,403)	115,583	8,175	—	121,355
BENEFIT (PROVISION) FOR INCOME TAXES	577	(27,336)	(2,319)	—	(29,078)
EQUITY IN EARNINGS OF SUBSIDIARIES	94,103	—	—	(94,103)	—
NET INCOME (LOSS)	$92,277	$88,247	$ 5,856	$ (94,103)	$92,277
OTHER COMPREHENSIVE INCOME (LOSS)	—	13,183	(16,315)	—	(3,132)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PARENT	$92,277	$101,430	$ (10,459)	$ (94,103)	$89,145

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Three Months Ended June 30, 2017

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(Unaudited, in thousands)				
REVENUES	$—	$2,123,691	$ 548,504	$—	$2,672,195
COST OF SALES	—	1,783,218	484,085	—	2,267,303
GROSS PROFIT	—	340,473	64,419	—	404,892
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	533	242,014	56,021	—	298,568
DEPRECIATION AND AMORTIZATION EXPENSE	—	11,926	2,167	—	14,093
INCOME (LOSS) FROM OPERATIONS	(533)	86,533	6,231	—	92,231
OTHER EXPENSE:					
Floorplan interest expense	—	(12,062)	(1,164)	—	(13,226)
Other interest expense, net	—	(16,568)	(747)	—	(17,315)
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF SUBSIDIARIES	(533)	57,903	4,320	—	61,690
BENEFIT (PROVISION) FOR INCOME TAXES	200	(21,895)	(862)	—	(22,557)
EQUITY IN EARNINGS OF SUBSIDIARIES	39,467	—	—	(39,467)	—
NET INCOME (LOSS)	$39,134	$36,008	$ 3,458	$(39,467)	$39,133
OTHER COMPREHENSIVE INCOME (LOSS)	—	(581)	4,462	—	3,881
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PARENT	$39,134	$35,427	$ 7,920	$(39,467)	$43,014

Six Months Ended June 30, 2017

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination	Total Company
	(Unaudited, in thousands)				
REVENUES	$—	$4,091,409	$ 1,099,615	$ —	$5,191,024
COST OF SALES	—	3,430,341	972,269	—	$4,402,610
GROSS PROFIT	—	661,068	127,346	—	788,414
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	2,499	474,625	111,223	—	588,347
DEPRECIATION AND AMORTIZATION EXPENSE	—	23,493	4,206	—	27,699
INCOME (LOSS) FROM OPERATIONS	(2,499)	162,950	11,917	—	172,368
OTHER EXPENSE:					
Floorplan interest expense	—	(22,940)	(2,228)	—	(25,168)
Other interest expense, net	—	(32,842)	(1,472)	—	(34,314)
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF SUBSIDIARIES	(2,499)	107,168	8,217	—	112,886
BENEFIT (PROVISION) FOR INCOME TAXES	937	(38,979)	(1,772)	—	(39,814)
EQUITY IN EARNINGS OF SUBSIDIARIES	74,634	—	—	(74,634)	—
NET INCOME (LOSS)	$73,072	$68,189	$ 6,445	$ (74,634)	$73,072
OTHER COMPREHENSIVE INCOME	—	2,076	8,600	—	10,676
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PARENT	$73,072	$70,265	$ 15,045	$ (74,634)	$83,748

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
Six Months Ended June 30, 2018

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Total Company
	(Unaudited, in thousands)			
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net cash provided by operating activities	$92,277	$ 155,215	$ 15,614	$263,106
CASH FLOWS FROM INVESTING ACTIVITIES:				
Cash paid in acquisitions, net of cash received	—	(31,144)	(43,721)	(74,865)
Proceeds from disposition of franchises, property and equipment	—	73,785	2,138	75,923
Purchases of property and equipment, including real estate	—	(56,116)	(32,114)	(88,230)
Deposits for real estate and dealership acquisitions	(400)	(255)	—	(655)
Other	—	—	—	—
Net cash used in investing activities	(400)	(13,730)	(73,697)	(87,827)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Borrowings on credit facility - floorplan line and other	—	3,261,353	62,445	3,323,798
Repayments on credit facility - floorplan line and other	—	(3,412,939)	(48,555)	(3,461,494)
Borrowings on credit facility - acquisition line	98,596	—	—	98,596
Repayments on credit facility - acquisition line	(84,884)	—	—	(84,884)
Borrowings on other debt	—	60,081	51,061	111,142
Principal payments on other debt	(24,741)	(24,209)	(26,834)	(75,784)
Borrowings on debt related to real estate	—	42,656	12,055	54,711
Principal payments on debt related to real estate	—	(54,144)	(9,224)	(63,368)
Employee stock purchase plan purchases, net of employee tax withholdings	11	—	—	11
Repurchases of common stock, amounts based on settlement date	(51,276)	—	—	(51,276)
Proceeds from termination of mortgage swap	—	918	—	918
Dividends paid	(10,836)	—	—	(10,836)
Borrowings (repayments) with subsidiaries	(35,703)	18,141	17,562	—
Investment in subsidiaries	16,956	(34,762)	17,806	—
Net cash provided by (used in) financing activities	(91,877)	(142,905)	76,316	(158,466)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	—	—	(2,812)	(2,812)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	—	(1,420)	15,421	14,001
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, beginning of period	—	10,096	19,535	29,631
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, end of period	$—	$ 8,676	$ 34,956	$43,632

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
Six Months Ended June 30, 2017

	Group 1 Automotive, Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Total Company
	(Unaudited, in thousands)			
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net cash provided by (used in) operating activities	$73,072	$ (32,554)	$ 11,644	$ 52,162
CASH FLOWS FROM INVESTING ACTIVITIES:				
Cash paid in acquisitions, net of cash received	—	—	(95)	(95)
Proceeds from disposition of franchises, property and equipment	—	265	2,317	2,582
Purchases of property and equipment, including real estate	—	(60,594)	(6,672)	(67,266)
Deposits for real estate and dealership acquisitions	—	273	(57,372)	(57,099)
Other	—	2,074	—	2,074
Net cash used in investing activities	—	(57,982)	(61,822)	(119,804)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Borrowings on credit facility - floorplan line and other	—	3,319,971	49,609	3,369,580
Repayments on credit facility - floorplan line and other	—	(3,244,979)	(43,388)	(3,288,367)
Borrowings on credit facility - acquisition line	47,509	—	—	47,509
Repayments on credit facility - acquisition line	(15,000)	—	—	(15,000)
Borrowings on other debt	—	—	5,137	5,137
Principal payments on other debt	—	(542)	—	(542)
Borrowings on debt related to real estate	—	—	12,901	12,901
Principal payments on debt related to real estate	—	(11,183)	(2,714)	(13,897)
Employee stock purchase plan purchases, net of employee tax withholdings	2,487	—	—	2,487
Repurchases of common stock, amounts based on settlement date	(39,025)	—	—	(39,025)
Dividends paid	(10,200)	—	—	(10,200)
Borrowings (repayments) with subsidiaries	32,214	(65,909)	33,695	—
Investment in subsidiaries	(91,057)	91,017	40	—
Net cash provided by (used in) financing activities	(73,072)	88,375	55,280	70,583
EFFECT OF EXCHANGE RATE CHANGES ON CASH	—	—	117	117
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	—	(2,161)	5,219	3,058
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, beginning of period	—	8,039	16,207	24,246
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, end of period	$—	$ 5,878	$ 21,426	$ 27,304

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Form 10-Q”) includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (“Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Forward-looking statements may appear throughout this report including, but not limited to, the following sections: “Management's Discussion and Analysis of Financial Condition and Results of Operations,” and “Quantitative and Qualitative Disclosures About Market Risk.” This information includes statements regarding our strategy, plans, goals or current expectations with respect to, among other things:

- our future operating performance;
- our ability to maintain or improve our margins;
- operating cash flows and availability of capital;
- the completion of future acquisitions and divestitures;
- the future revenues of acquired dealerships;
- future stock repurchases, refinancing of debt, and dividends;
- future capital expenditures;
- changes in sales volumes and availability of credit for customer financing in new and used vehicles and sales volumes in the parts and service markets;
- business trends in the retail automotive industry, including the level of manufacturer incentives, new and used vehicle retail sales volume, customer demand, interest rates and changes in industry-wide inventory levels;
- availability of financing for inventory, working capital, real estate and capital expenditures; and
- implementation of international and domestic trade tariffs.

Although we believe that the expectations reflected in these forward-looking statements are reasonable when and as made, we cannot assure you that these expectations will prove to be correct. When used in this Form 10-Q, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may” and similar expressions, as they relate to our company and management, are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our expectations and beliefs as of the date of this Form 10-Q concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts for our existing operations and do not include the potential impact of any future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Known material factors that could cause actual results to differ from those in the forward-looking statements for a number of reasons, include:

- future deterioration in the economic environment, including consumer confidence, interest rates, the prices of oil and gasoline, the level of manufacturer incentives, the implementation of international and domestic trade tariffs, and the availability of consumer credit may affect the demand for new and used vehicles, replacement parts, maintenance and repair services, and finance and insurance products;
- adverse domestic and international developments such as war, terrorism, political conflicts, or other hostilities may adversely affect the demand for our products and services;
- the existing and future regulatory environment, including legislation related to the Dodd-Frank Wall Street Reform and Consumer Protection Act, climate control changes legislation, and unexpected litigation or adverse legislation, including changes in state franchise laws, may impose additional costs on us or otherwise adversely affect us;
- a concentration of risk associated with our principal automobile manufacturers, especially Toyota, Nissan, Honda, BMW, Ford, Daimler, General Motors, Chrysler, and Volkswagen, because of financial distress, bankruptcy, natural disasters that disrupt production, or other reasons, may not continue to produce or make available to us vehicles that are in high demand by our customers or provide financing, insurance, advertising, or other assistance to us;
- restructuring by one or more of our principal manufacturers, up to and including bankruptcy, may cause us to suffer financial loss in the form of uncollectible receivables, devalued inventory, or loss of franchises;

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•requirements imposed on us by our manufacturers may require dispositions, limit our acquisitions, or require increases in the level of capital expenditures related to our dealership facilities;
•our existing and/or new dealership operations may not perform at expected levels or achieve expected improvements;
•our failure to achieve expected future cost savings or future costs may be higher than we expect;
•manufacturer quality issues, including the recall of vehicles, may negatively impact vehicle sales and brand reputation;
•available capital resources, increases in cost of financing (such as higher interest rates), and our various debt agreements may limit our ability to complete acquisitions, complete construction of new or expanded facilities, repurchase shares, or pay dividends;
•our ability to refinance or obtain financing in the future may be limited and the cost of financing could increase significantly;
•foreign exchange controls and currency fluctuations;
•new accounting standards could materially impact our reported earnings per share;
•our ability to acquire new dealerships and successfully integrate those dealerships into our business;
•the impairment of our goodwill, our indefinite-lived intangibles, and our other long-lived assets;
•natural disasters, adverse weather events, and other catastrophic events;
•a cybersecurity breach, including a breach of personally identifiable information about our customers or employees;
•our foreign operations and sales in the U.K. and Brazil, which pose additional risks;
•the inability to adjust our cost structure and inventory levels to offset any reduction in the demand for our products and services;
•loss of our key personnel;
•competition in our industry may impact our operations or our ability to complete additional acquisitions;
•the failure to achieve expected sales volumes from our new franchises;
•insurance costs could increase significantly and all of our losses may not be covered by insurance;
•our inability to obtain inventory of new and used vehicles and parts, including imported inventory, at the cost, or in the volume, we expect; and
•advancements in vehicle technology and changes in ownership models.

For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017 (the “2017 Form 10-K”), as well as “Management's Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk.”

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no responsibility, and expressly disclaim any duty, to update any such statements, whether as a result of new information, new developments, or otherwise, or to publicly release the result of any revision of our forward-looking statements after the date they are made, except to the extent required by law.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements because of various factors. See "Cautionary Statement about Forward-Looking Statements."

In the preparation of our financial statements and reporting of our operating results in accordance with United States generally accepted accounting principles ("U.S. GAAP"), certain non-core business items are required to be presented. Examples of items that we consider non-core include non-cash asset impairment charges, gains and losses on dealership, franchise or real estate transactions, and catastrophic events such as hail storms, hurricanes, and snow storms. In order to improve the transparency of our disclosures, provide a meaningful presentation of results from our core business operations, and improve period-over-period comparability, we have included certain adjusted financial measures that exclude the impact of these non-core business items. These adjusted measures are not measures of financial performance under U.S. GAAP, but are instead considered non-GAAP financial performance measures.

In addition, management evaluates our results of operations on both an as reported and a constant currency basis. The constant currency presentation, which is a non-GAAP measure, excludes the impact of fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our underlying business and results of operations, consistent with how we evaluate our performance. We calculate constant currency percentages by converting our current period reported results for entities reporting in currencies other than United States dollars using comparative period exchange rates rather than the actual exchange rates in effect during the respective periods. The constant currency performance measures should not be considered a substitute for, or superior to, the measures of financial performance prepared in accordance with U.S. GAAP.

Our management uses these adjusted measures in conjunction with U.S. GAAP financial measures to assess our business, including communication with our Board of Directors, investors, and industry analysts concerning financial performance. Therefore, we believe these adjusted financial measures are relevant and useful to users of the following financial information. For further explanation and reconciliation to the most directly comparable U.S. GAAP measures, see "Non-GAAP Financial Measures" below.

Overview

We are a leading operator in the automotive retail industry. Through our dealerships, we sell new and used cars and light trucks; arrange related vehicle financing; sell service and insurance contracts; provide automotive maintenance and repair services; and sell vehicle parts. Our operations are aligned into three geographic regions: the United States ("U.S."), the United Kingdom ("U.K.") and Brazil. Our President of U.S. Operations reports directly to our Chief Executive Officer and is responsible for the overall performance of the U.S. region, including dealership operations management. The operations of the Company's international regions are structured similar to the U.S. region. As such, our three reportable segments are the U.S., which includes the activities of our corporate office, the U.K., and Brazil. As of June 30, 2018, we owned and operated 236 franchises, representing 32 brands of automobiles, at 180 dealership locations and 48 collision centers worldwide. We own 151 franchises at 116 dealerships and 30 collision centers in the U.S., 63 franchises at 47 dealerships and 11 collision centers in the U.K., and 22 franchises at 17 dealerships and seven collision centers in Brazil. Our U.S. operations are primarily located in major metropolitan areas in Alabama, California, Florida, Georgia, Kansas, Louisiana, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New Mexico, Oklahoma, South Carolina, and Texas in the U.S., in 32 towns of the U.K. and in key metropolitan markets in the states of Sao Paulo, Parana, Mato Grosso do Sul, and Santa Catarina in Brazil.

Outlook

Our operating results reflect the combined performance of each of our interrelated business activities, which include the sale of new vehicles, used vehicles, finance and insurance contracts, and parts, as well as maintenance, repair, and collision restoration services. Historically, each of these activities has been directly or indirectly impacted by a variety of supply/demand factors, including vehicle inventories, consumer confidence, discretionary spending levels, availability and affordability of consumer credit, manufacturer incentives, weather patterns, fuel prices, and interest rates. For example, during periods of sustained economic downturn or significant supply/demand imbalances, new vehicle sales may be negatively impacted as consumers tend to shift their purchases to used vehicles. Some consumers may even delay their purchasing decisions altogether, electing instead to continue to maintain and repair their existing vehicles. In such cases, however, we believe the new vehicle sales impact on our overall business is mitigated by our ability to offer other products and services, such as used vehicles and parts, as well as maintenance, repair, and collision services. In addition, our ability to expediently adjust our cost structure in response to changes in vehicle sales volumes also tempers the negative impact of any such volume changes. Further, governmental actions, such as the imposition of tariffs or trade restrictions on imported goods, may adversely affect vehicle sales and depress demand.

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In the U.S., we generally experience higher volumes of vehicle sales and service in the second and third calendar quarters of each year. This seasonality is generally attributable to consumer buying trends and the timing of manufacturer new vehicle model introductions. In addition, in some regions of the U.S., vehicle purchases decline during the winter months due to inclement weather. As a result, our U.S. revenues and operating income are typically lower in the first and fourth calendar quarters. For the U.K., the first and third quarters' sales volumes tend to be stronger, driven by the vehicle license plate change months of March and September. For Brazil, we expect higher sales volumes in the third and fourth quarters. The first quarter is generally the weakest, driven by heavy consumer vacations and activities associated with Carnival. Other factors unrelated to seasonality, such as changes in economic conditions, manufacturer incentive programs, the impact of severe weather events, or changes in currency exchange rates, may exaggerate seasonal or cause counter-seasonal fluctuations in our reported consolidated revenues and consolidated operating income.

During the six months ended June 30, 2018, industry new vehicle sales volume in the U.S. improved 1.9% as compared to the same period a year ago. New vehicle sales in our energy-dependent markets have stabilized, as higher oil prices have lifted economic activity in those areas. We are focused on opportunities to enhance our operating results by: (a) maintaining our new and used vehicle gross profit per unit sold; (b) expanding used vehicle sales by maximizing used retail sales opportunities and limiting wholesale activity; (c) continuing to focus on our higher margin parts and service business, implementing strategic selling methods, and improving operational efficiencies; (d) investing capital where necessary to support our anticipated growth, particularly in our parts and service business; (e) further leveraging our revenue and gross profit growth through the continued implementation of cost efficiencies; and (f) implementing focused strategies to improve employee retention and recruitment in both our vehicle sales and aftersales sectors of the business.

In terms of gross domestic product (“GDP”), the U.K. economy represents the fifth largest economy in the world. In June 2016, the majority vote in favor of the Referendum of the United Kingdom’s Membership of the European Union (E.U.) (referred to as “Brexit”), advising for the exit of the U.K. from the E.U., initially created much uncertainty in the U.K., as well as in global markets. The overall U.K. economy and, more specifically, retail automotive industry sales were further disrupted in 2017 by the U.K. general election in June 2017, as well as multiple acts of violence and terrorism. As a result, the U.K. industry's new vehicle sales have experienced more volatility than normal. Industry new vehicle registrations in the U.K. decreased 6.3% in the six months ended June 30, 2018, as compared to the same period a year ago. We expect industry sales to remain volatile in the near future and lower for the full year 2018 compared to 2017 levels. In addition, the announcement of Brexit initially caused significant exchange rate fluctuations that resulted in the weakening of the British pound sterling, in which we conduct business in the U.K., against the U.S. dollar and other global currencies. While the British pound sterling has strengthened relative to the U.S. dollar more recently, any further weakening of the British pound sterling in the future would adversely affect our results of operations as reported under U.S. GAAP, as well as have a negative impact on the pricing and affordability of the vehicles in the U.K. Volatility in exchange rates may continue in the short term. Similar to our priorities in the U.S., we are focused on opportunities in the U.K. to enhance our operating results by: (a) integrating recent acquisitions and further leveraging our revenue and gross profit growth through the continued implementation of cost efficiencies; (b) expanding used vehicle sales by maximizing used retail sales opportunities and limiting wholesale activity; (c) continuing to focus on our higher margin parts and service business, implementing strategic selling methods, and improving operational efficiencies; and (d) investing capital where necessary to support our anticipated growth, particularly in our parts and service business.

In terms of GDP, the Brazilian economy represents the eighth largest economy in the world. The Brazilian economy has been in a recession, although it has recently exhibited signs of recovery. Industry new vehicle registrations in Brazil increased 13.7% for the six months ended June 30, 2018 as compared to the same period a year ago. We expect macro-economic conditions in Brazil, as well as retail automotive industry sales, to continue to improve. We remain focused on continued implementation of cost efficiencies and leveraging our structure with dealership acquisitions. Longer term, we expect sustained improvements in industry sales volumes and are utilizing a strategy of aligning with growing brands. We expect that the net impact to our profitability of this adjustment to our portfolio, as well as a more efficient organizational structure, will be positive.

We expect that our consolidated operations will continue to consistently generate positive cash flow in the future, and we are focused on maximizing the return that we generate from our invested capital, as well as positioning our balance sheet to take advantage of investment opportunities as they arise. Our capital allocation strategy is dynamic and dependent on a variety of market conditions and, as such, we will continue to monitor the relative value of dealership acquisitions, dealership dispositions, share repurchases, and shareholder dividends in the future. Our objective will be to allocate capital to those areas that best enhance shareholder value.

We continue to closely scrutinize all planned future capital spending and work closely with our manufacturer partners to make prudent capital investment decisions that are expected to generate an adequate return and/or improve the customer experience. We anticipate that our capital spending for the year of 2018 will be less than $120.0 million. This amount excludes real estate purchases associated with franchise acquisitions and lease buy-outs.

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Key Performance Indicators

On a consolidated basis for the three months ended June 30, 2018, our total revenues increased 10.2%, as compared to the same period in 2017, to $2.9 billion, and gross profit improved 8.2% to $438.2 million. We generated net income of $56.5 million, or $2.72 per diluted common share for the three months ended June 30, 2018, compared to $39.1 million, or $1.84 per diluted share for the three months ended June 30, 2017. For the six months ended June 30, 2018, our total revenues increased 11.8%, as compared to the same period in 2017, to $5.8 billion, and gross profit improved 8.8% to $857.9 million. We generated net income of $92.3 million, or $4.42 per diluted common share for the six months ended June 30, 2018, compared to net income of $73.1 million, or $3.42 per diluted share for the six months ended June 30, 2017.

Consolidated Statistical Data

The following table highlights certain of the additional key performance indicators we use to manage our business.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Unit Sales				
Retail Sales				
New Vehicle	43,471	40,876	84,661	79,166
Used Vehicle	38,008	32,003	74,224	63,569
Total Retail Sales	81,479	72,879	158,885	142,735
Wholesale Sales	13,569	14,075	28,896	28,604
Total Vehicle Sales	95,048	86,954	187,781	171,339
Gross Margin				
New Vehicle Retail Sales	4.9%	5.2%	5.0%	5.2%
Total Used Vehicle Sales	5.6%	5.7%	5.4%	5.8%
Parts and Service Sales	54.5%	53.9%	54.0%	53.9%
Total Gross Margin	14.9%	15.2%	14.8%	15.2%
SG&A (1) as a % of Gross Profit	70.3%	73.7%	73.7%	74.6%
Adjusted SG&A (1) as a % of Gross Profit (2)	73.0%	73.5%	75.1%	74.7%
Operating Margin	3.7%	3.5%	3.2%	3.3%
Adjusted Operating Margin (2)	3.5%	3.5%	3.1%	3.3%
Pretax Margin	2.6%	2.3%	2.1%	2.2%
Adjusted Pretax Margin (2)	2.3%	2.3%	2.0%	2.2%
Finance and Insurance Revenues per Retail Unit Sold	$1,412	$1,461	$1,431	$1,424

(1) Selling, general and administrative expenses.

(2) See “Non-GAAP Financial Measures” for more details.

In addition to key performance indicators presented above, we also reference numerous Same Store metrics as key indicators of results and trends occurring within the business. Those Same Store metrics, results and trends are discussed in more detail in the “Results of Operations” section that follows.

Critical Accounting Policies and Accounting Estimates

The preparation of our Consolidated Financial Statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions. In particular, to evaluate the carrying value of goodwill and intangible franchise rights for impairment, we must estimate the fair market value of the net assets of each of our reporting units and our intangible franchise rights, using estimates, assumptions and unobservable inputs that require us to use our knowledge of (1) the industry, (2) recent transactions and (3) reasonable performance expectations for our operations. We disclosed certain critical accounting policies and estimates in our 2017 Form 10-K, and no significant changes have occurred since that time with the exception of the adoption of ASU 2014-09, Revenue from Contracts with Customers (Topic 606), and all subsequent amendments issued thereafter, that amends the accounting guidance on revenue recognition. Refer to Note 1, “Interim Financial Information”, for additional information regarding the adoption of Topic 606.

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Results of Operations

The “Same Store” amounts presented below include the results of dealerships for the identical months in each period presented in comparison, commencing with the first full month in which the dealership was owned by us and, in the case of dispositions, ending with the last full month it was owned by us. The following table summarizes our combined Same Store results for the three and six months ended June 30, 2018, as compared to 2017. Same Store results also include the activities of our corporate headquarters.

Total Same Store Data

(dollars in thousands, except per unit amounts)

	Three Months Ended June 30,				Six Months Ended June 30,		
	2018	% Increase/(Decrease)	Constant Currency [1] % Increase/(Decrease)	2017	2018	% Increase/(Decrease)	C %
Revenues							
New Vehicle Retail	$1,442,408	(0.1)%	(0.6)%	$1,443,260	$2,849,922	2.7%	1.
Used Vehicle Retail	750,430	9.8%	8.8%	683,759	1,474,594	9.9%	8.
Used Vehicle Wholesale	79,644	(19.5)%	(21.1)%	98,887	172,338	(15.1)%	(1
Parts and Service	338,212	2.4%	2.0%	330,250	671,699	3.5%	2.
Finance, Insurance and Other	109,159	3.2%	2.8%	105,757	215,818	6.9%	6.
Total Revenues	$2,719,853	2.2%	1.5%	$2,661,913	$5,384,371	4.1%	2.
Cost of Sales							
New Vehicle Retail	$1,370,343	0.1%	(0.4)%	$1,368,606	$2,707,421	2.8%	1.
Used Vehicle Retail	703,462	10.1%	9.1%	638,937	1,386,475	10.7%	9.
Used Vehicle Wholesale	78,945	(20.4)%	(22.0)%	99,127	170,113	(16.2)%	(1
Parts and Service	154,389	1.5%	1.2%	152,129	310,089	3.8%	3.
Total Cost of Sales	$2,307,139	2.1%	1.5%	$2,258,799	$4,574,098	4.3%	2.
Gross Profit	$412,714	2.4%	1.9%	$403,114	$810,273	3.2%	2.
SG&A	$306,432	3.3%	2.8%	$296,677	$612,632	4.7%	3.
Adjusted SG&A [1]	$298,193	0.8%	0.3%	$295,746	$604,393	3.2%	2.
Depreciation and Amortization Expenses	$15,548	12.0%	11.4%	$13,880	$30,814	12.9%	1
Floorplan Interest Expense	$13,930	5.9%	5.4%	$13,159	$27,530	9.6%	8.
Gross Margin							
	5.0%			5.2%	5.0%		

New Vehicle Retail							
Total Used Vehicle	5.7%			5.7%	5.5%		
Parts and Service	54.4%			53.9%	53.8%		
Total Gross Margin	15.2%			15.1%	15.0%		
SG&A as a % of Gross Profit	74.2%			73.6%	75.6%		
Adjusted SG&A as a % of Gross Profit (1)	72.3%			73.4%	74.6%		
Operating Margin	3.2%			3.5%	3.0%		
Adjusted Operating Margin(1)	3.6%			3.5%	3.3%		
Finance and Insurance Revenues per Retail Unit Sold	$1,451	(0.3)%	(0.7)%	$1,456	$1,466	3.2%	2.

(1)See “Non-GAAP Financial Measures” for more details.

The discussion that follows provides explanations for the variances noted above by region (U.S., U.K., and Brazil). In addition, each table presents by primary income statement line item comparative financial and non-financial data of our Same Store locations, those locations acquired or disposed of (“Transactions”) during the periods, and the consolidated company for the three and six months ended June 30, 2018 and 2017.

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New Vehicle Retail Data
(dollars in thousands, except per unit amounts)

	Three Months Ended June 30,				Six Months Ended June 30,		
	2018	% Increase/(Decrease)	Constant Currency[1] % Increase/(Decrease)	2017	2018	% Increase/(Decrease)	Co %
Retail Unit Sales							
Same Stores							
U.S.	29,830	(2.9)%		30,730	57,980	(0.4)%	
U.K.	8,374	7.2%		7,812	16,386	(2.0)%	
Brazil	2,063	(5.4)%		2,180	4,130	7.1%	
Total Same Stores	40,267	(1.1)%		40,722	78,496	(0.4)%	
Transactions	3,204			154	6,165		
Total	43,471	6.3%		40,876	84,661	6.9%	
Retail Sales Revenues							
Same Stores							
U.S.	$1,121,138	(1.6)%	N/A	$1,139,798	$2,189,357	1.5%	N/
U.K.	254,118	10.5%	4.0%	229,878	524,178	7.7%	(1.
Brazil	67,152	(8.7)%	1.7%	73,584	136,387	3.6%	11.
Total Same Stores	1,442,408	(0.1)%	(0.6)%	1,443,260	2,849,922	2.7%	1.4
Transactions	113,162			5,508	219,238		
Total	$1,555,570	7.4%	6.6%	$1,448,768	$3,069,160	10.2%	8.4
Gross Profit							
Same Stores							
U.S.	$54,648	(3.8)%	N/A	$56,783	$106,718	(1.2)%	N/
U.K.	13,251	(3.3)%	(8.5)%	13,702	27,835	(0.6)%	(9.
Brazil	4,166	(0.1)%	11.4%	4,169	7,948	3.4%	11.
Total Same Stores	72,065	(3.5)%	(3.8)%	74,654	142,501	(0.8)%	(2.
Transactions	4,517			257	9,508		
Total	$76,582	2.2%	1.8%	$74,911	$152,009	5.5%	3.9
Gross Profit per Retail Unit Sold							
Same Stores							
U.S.	$1,832	(0.9)%	N/A	$1,848	$1,841	(0.8)%	N/
U.K.	$1,582	(9.8)%	(14.7)%	$1,754	$1,699	1.4%	(7.
Brazil	$2,019	5.6%	17.7%	$1,912	$1,924	(3.5)%	4.0
Total Same Stores	$1,790	(2.3)%	(2.7)%	$1,833	$1,815	(0.4)%	(1.
Transactions	$1,410			$1,669	$1,542		
Total	$1,762	(3.9)%	(4.3)%	$1,833	$1,796	(1.4)%	(2.
Gross Margin							
Same Stores							
U.S.	4.9%			5.0%	4.9%		

U.K.	5.2%	6.0%	5.3%
Brazil	6.2%	5.7%	5.8%
Total Same Stores	5.0%	5.2%	5.0%
Transactions	4.0%	4.7%	4.3%
Total	4.9%	5.2%	5.0%

(1)See “Non-GAAP Financial Measures” for more details.

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Same Store New Vehicle Unit Sales

The following table sets forth our Same Store new vehicle retail unit sales volume by manufacturer:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2018	% Increase/(Decrease)	2017	2018	% Increase/(Decrease)	2017
Toyota/Lexus	10,153	(2.3)%	10,389	19,770	2.6%	19,278
BMW/MINI	5,294	(1.0)%	5,347	10,517	(2.7)%	10,810
Volkswagen/Audi/Porsche	4,991	(0.3)%	5,008	9,771	(0.4)%	9,812
Ford/Lincoln	4,782	3.3%	4,627	9,327	(2.2)%	9,536
Honda/Acura	3,867	(1.0)%	3,905	7,798	5.4%	7,401
Nissan	2,571	(16.9)%	3,094	5,136	(16.5)%	6,153
Chevrolet/GMC/Buick/Cadillac	2,495	2.8%	2,427	4,897	(1.6)%	4,976
Chrysler/Dodge/Jeep/RAM	1,772	5.6%	1,678	3,471	12.7%	3,081
Hyundai/Kia	1,450	(17.4)%	1,756	2,871	(6.5)%	3,069
Mercedes-Benz/smart/Sprinter	1,410	(15.7)%	1,672	2,788	(11.5)%	3,149
Other	1,482	81.0%	819	2,150	40.1%	1,535
Total	40,267	(1.1)%	40,722	78,496	(0.4)%	78,800

In total, our Same Store new vehicle retail unit sales fell 1.1% for the three months ended June 30, 2018, as compared to the same period in 2017. The decrease was driven by declines of 2.9% and 5.4% in the U.S. and Brazil, respectively, substantially offset by a 7.2% increase in the U.K. On a brand-weighted basis, the decrease in our U.S. new vehicle retail unit sales was in line with the overall decline in U.S. retail industry sales of 0.3% for the three months ended June 30, 2018, as compared to the same period a year ago. In the U.K., industry sales were up 2.4% for the quarter compared to 2017, partially attributable to depressed sales volumes in the second quarter of 2017 stemming from consumers pulling ahead purchases in March 2017 in response to increased road tariffs that went into effect in April 2017. Our Same Store new vehicle retail unit sales in the U.K. increased 7.2%, outperforming the industry and reflecting the continued successful execution by our operating team on key initiatives, particularly the assimilation of our 2016 acquisitions which are now included in Same Store. We experienced a 5.4% decrease in our Same Store new vehicle retail unit sales in Brazil, partially attributable to market disruption that included a truck driver strike, which paralyzed roads nationwide, and the World Cup. For the six months ended June 30, 2018, as compared to the same period in 2017, total Same Store new vehicle retail unit sales decreased 0.4%, primarily driven by decreases of 0.4% and 2.0% in the U.S. and the U.K., respectively, partially offset by a 7.1% increase in Brazil. The decline in the U.S. was in line with the overall decline in U.S. retail industry sales of 0.1%. The decline in the U.K. was also in line with year over year industry sales trends. The increase in Brazil was primarily a result of improved market conditions and initiatives made in the first quarter of 2018 to increase sales volume and improve inventory levels.

Our total Same Store new vehicle retail sales revenue decreased 0.1% for the three months ended June 30, 2018, as compared to the same period in 2017, reflecting declines in in the U.S. and Brazil of 1.6% and 8.7%, respectively, mostly offset by a 10.5% increase in the U.K. The 1.6% decrease in U.S. Same Store new vehicle revenue was primarily due to the decline in new vehicle retail units of 2.9%, partially offset by a 1.3% increase in the average new vehicle retail sales price to $37,584. The increase in U.S. Same Store average new vehicle retail sales price was primarily due to a mix shift in sales from cars to trucks, generally driven by consumer preference and lower gas prices. For the second quarter of 2018, U.S. Same Store new vehicle retail truck sales represented 63.2% of total Same Store new vehicle retail units sold, as compared to 59.3% for the same period last year. Our U.K. Same Store new vehicle retail revenues increased 10.5% for the three months ended June 30, 2018, as compared to the same period last year, explained by a 3.1% increase in average new vehicle retail sales price and a 7.2% increase in unit sales. The increase in new vehicle average sales price is more than explained by the favorable change in exchange rates between periods. On a constant currency basis, U.K. Same Store new vehicle retail revenue increased 4.0% while the average new vehicle sales price declined 2.9% for the three months ended June 30, 2018, as compared to the same period last year. Our Brazil Same Store new vehicle retail sales revenue decreased 8.7% for the three months ended June 30, 2018, as compared to last year, more than explained by an unfavorable change in exchange rates. On a constant currency basis, our Brazil Same Store new vehicle retail revenue rose 1.7% as a 5.4% decline in new vehicle retail units was more than offset by a 7.5% increase in new vehicle average retail sales price for the three months ended June 30, 2018, as compared to the same period last year. For the six months ended June 30, 2018, total Same Store new vehicle retail sales revenues increased 2.7%, as compared to the same period in 2017, driven by a 1.5%, a 7.7%, and a 3.6% increase in the U.S., U.K. and Brazil, respectively. The increase in the U.S. was related to the increase in average new vehicle sales price due to the mix shift from cars to trucks. The increase in the U.K. was more than explained by the favorable change in exchange rates. On a constant currency basis, U.K Same Store new vehicle revenues declined 1.7%. The increase in Same Store new vehicle retail sales revenues in Brazil was

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driven by the increase in new vehicle retail units. The level of retail sales, as well as our own ability to retain or grow market share during any future period, is difficult to predict.

Our total Same Store new vehicle gross profit decreased 3.5% for the three months ended June 30, 2018, as compared to the same period in 2017, reflecting decreases across all three regions. In the U.S., Same Store new vehicle gross profit declined 3.8%, explained by the 2.9% decrease in new vehicle retail units and a 0.9% decline in gross profit per retail unit (“PRU”) to $1,832. For the three months ended June 30, 2018, our Same Store new vehicle gross profit in the U.K. fell 3.3%, more than explained by a 9.8% decrease in gross profit PRU. On a constant currency basis, U.K. new vehicle gross profit and gross profit PRU fell 8.5% and 14.7%, respectively, for the three months ended June 30, 2018, as compared to the same period last year. In Brazil, Same Store new vehicle gross profit declined 0.1% for the three months ended June 30, 2018, as compared to the same period in 2017. This decline was driven by the unfavorable change in exchange rates between periods. On a constant currency basis, Brazil new vehicle gross profit rose 11.4% driven by a 17.7% increase in new vehicle gross profit PRU that was partially offset by the 5.4% decline in new vehicle retail units for the three months ended June 30, 2018, as compared to the same period last year. The increase in new vehicle gross profit in Brazil on a constant currency basis reflects the focus by management to maximize gross profit PRU. For the six months ended June 30, 2018, as compared to the same period a year ago, total Same Store gross new vehicle profit remained relatively flat as declines in the U.S. and the U.K. were mostly offset by an increase in Brazil. For both the three and six months ended June 30, 2018, our total Same Store new vehicle gross margin, as compared to the same period in 2017, declined 20 basis points from 5.2% to 5.0%.

In the U.S., most manufacturers offer interest assistance to offset floorplan interest charges incurred in connection with inventory purchases. This assistance varies by manufacturer, but generally provides for a defined amount, adjusted periodically for changes in market interest rates, regardless of our actual floorplan interest rate or the length of time for which the inventory is financed. We record these incentives as a reduction of new vehicle cost of sales as the vehicles are sold, impacting the gross profit and gross margin detailed above. The total interest assistance recognized in cost of sales during the three months ended June 30, 2018 and 2017 was $11.4 million and $11.7 million, respectively. The amount of interest assistance we recognize in a given period is primarily a function of: (a) the mix of units being sold, as U.S. domestic brands tend to provide more assistance, (b) the specific terms of the respective manufacturers' interest assistance programs and market interest rates, (c) the average wholesale price of inventory sold, and (d) our rate of inventory turnover. Over the past three years, consolidated manufacturers' interest assistance as a percentage of our total consolidated floorplan interest expense has ranged from 78.3% in the first quarter of 2018 to 139.9% in the third quarter of 2015. In the U.S., manufacturers' interest assistance was 87.5% of floorplan interest expense in the second quarter of 2018, as compared to 94.9% in the second quarter of 2017.

We decreased our consolidated new vehicle inventory levels by $25.3 million, or 2.1%, from $1,194.6 million as of December 31, 2017 to $1,169.4 million as of June 30, 2018, reflecting the focus by management to reduce inventory levels to offset rising LIBOR rates that are associated with our inventory floorplan borrowings. As compared to June 30, 2017, our consolidated inventory levels have decreased by $110.1 million, or 8.6%. Our consolidated days' supply of new vehicle inventory increased to 63 days as of June 30, 2018, which was up from 61 days as of to December 31, 2017 and down from 75 days as of June 30, 2017.

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Used Vehicle Retail Data
(dollars in thousands, except per unit amounts)

	Three Months Ended June 30,				Six Months Ended June 30,		
	2018	% Increase/(Decrease)	Constant Currency (1) % Increase/(Decrease)	2017	2018	% Increase/(Decrease)	Con (1) %
Retail Unit Sales							
Same Stores							
U.S.	27,971	11.1%		25,169	54,829	9.4%	
U.K.	5,998	4.2%		5,758	11,862	4.6%	
Brazil	996	0.8%		988	2,067	5.0%	
Total Same Stores	34,965	9.6%		31,915	68,758	8.4%	
Transactions	3,043			88	5,466		
Total	38,008	18.8%		32,003	74,224	16.8%	
Retail Sales Revenues							
Same Stores							
U.S.	$579,816	8.4%	N/A	$534,934	$1,133,549	7.3%	N/A
U.K.	149,344	17.2%	10.2%	127,475	295,584	22.0%	11.7
Brazil	21,270	(0.4)%	11.1%	21,350	45,461	5.4%	13.0
Total Same Stores	750,430	9.8%	8.8%	683,759	1,474,594	9.9%	8.2%
Transactions	71,423			2,190	127,829		
Total	$821,853	19.8%	18.4%	$685,949	$1,602,423	19.0%	16.7
Gross Profit							
Same Stores							
U.S.	$37,716	2.9%	N/A	$36,649	$70,744	(5.1)%	N/A
U.K.	7,974	20.2%	12.3%	6,636	14,645	21.8%	11.4
Brazil	1,278	(16.9)%	(7.1)%	1,537	2,730	(12.8)%	(6.4
Total Same Stores	46,968	4.8%	4.0%	44,822	88,119	(1.8)%	(3.0
Transactions	4,246			91	6,590		
Total	$51,214	14.0%	12.7%	$44,913	$94,709	5.3%	3.7%
Gross Profit per Unit Sold							
Same Stores							
U.S.	$1,348	(7.4)%	N/A	$1,456	$1,290	(13.4)%	N/A
U.K.	$1,329	15.4%	7.8%	$1,152	$1,235	16.5%	6.4%
Brazil	$1,283	(17.5)%	(7.9)%	$1,556	$1,321	(16.9)%	(10.
Total Same Stores	$1,343	(4.3)%	(5.1)%	$1,404	$1,282	(9.4)%	(10.
Transactions	$1,395			$1,034	$1,206		
Total	$1,347	(4.0)%	(5.1)%	$1,403	$1,276	(9.8)%	(11.
Gross Margin							
Same Stores							
U.S.	6.5%			6.9%	6.2%		

U.K.	5.3%	5.2%	5.0%
Brazil	6.0%	7.2%	6.0%
Total Same Stores	6.3%	6.6%	6.0%
Transactions	5.9%	4.2%	5.2%
Total	6.2%	6.5%	5.9%

(1)See “Non-GAAP Financial Measures” for more details.

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Used Vehicle Wholesale Data
(dollars in thousands, except per unit amounts)

	Three Months Ended June 30,				Six Months Ended June 30,		
	2018	% Increase/(Decrease)	Constant Currency [1] % Increase/(Decrease)	2017	2018	% Increase/(Decrease)	Cons [1] %
Wholesale Unit Sales							
Same Stores							
U.S.	7,133	(26.3)%		9,681	16,356	(16.8)%	
U.K.	4,487	9.3%		4,104	8,820	7.0%	
Brazil	314	32.5%		237	671	32.6%	
Total Same Stores	11,934	(14.9)%		14,022	25,847	(9.0)%	
Transactions	1,635			53	3,049		
Total	13,569	(3.6)%		14,075	28,896	1.0%	
Wholesale Sales Revenues							
Same Stores							
U.S.	$41,158	(37.8)%	N/A	$66,187	$93,938	(31.3)%	N/A
U.K.	34,939	15.5%	8.7%	30,247	71,012	17.1%	7.1%
Brazil	3,547	44.6%	63.5%	2,453	7,388	33.4%	44.5
Total Same Stores	79,644	(19.5)%	(21.1)%	98,887	172,338	(15.1)%	(17.8
Transactions	13,210			490	24,545		
Total	$92,854	(6.6)%	(8.9)%	$99,377	$196,883	(3.3)%	(6.8)
Gross Profit							
Same Stores							
U.S.	$1,561	514.6%	N/A	$254	$2,986	3,417.8%	N/A
U.K.	(928)	(33.3)%	(25.9)%	(696)	(978)	(102.1)%	(94.1
Brazil	66	(67.3)%	(66.7)%	202	217	(52.1)%	(50.7
Total Same Stores	699	391.3%	413.1%	(240)	2,225	1,938.8%	1,979
Transactions	(458)			(27)	(329)		
Total	$241	190.3%	217.3%	$(267)	$1,896	1,235.3%	1,266
Gross Profit per Wholesale Unit Sold							
Same Stores							
U.S.	$219	742.3%	N/A	$26	$183	3,760.0%	N/A
U.K.	$(207)	(21.8)%	(15.2)%	$(170)	$(111)	(88.1)%	(81.5
Brazil	$210	(75.4)%	(74.9)%	$852	$323	(63.9)%	(62.8
Total Same Stores	$59	447.1%	467.9%	$(17)	$86	2,250.0%	2,165
Transactions	$(280)			$(509)	$(108)		
Total	$18	194.7%	221.7%	$(19)	$66	1,200.0%	1,254
Gross Margin							

Same Stores			
U.S.	3.8%	0.4%	3.2%
U.K.	(2.7)%	(2.3)%	(1.4)%
Brazil	1.9%	8.2%	2.9%
Total Same Stores	0.9%	(0.2)%	1.3%
Transactions	(3.5)%	(5.5)%	(1.3)%
Total	0.3%	(0.3)%	1.0%

(1)See “Non-GAAP Financial Measures” for more details.

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Total Used Vehicle Data
(dollars in thousands, except per unit amounts)

	Three Months Ended June 30,				Six Months Ended June 30,		
	2018	% Increase/(Decrease)	Constant Currency[(1)] % Increase/(Decrease)	2017	2018	% Increase/(Decrease)	Consta % Incr
Used Vehicle Unit Sales							
Same Stores							
U.S.	35,104	0.7%		34,850	71,185	2.0%	
U.K.	10,485	6.3%		9,862	20,682	5.6%	
Brazil	1,310	6.9%		1,225	2,738	10.6%	
Total Same Stores	46,899	2.1%		45,937	94,605	3.0%	
Transactions	4,678			141	8,515		
Total	51,577	11.9%		46,078	103,120	11.9%	
Sales Revenues							
Same Stores							
U.S.	$620,974	3.3%	N/A	$601,121	$1,227,487	2.8%	N/A
U.K.	184,283	16.8%	9.9%	157,722	366,596	21.0%	10.8%
Brazil	24,817	4.3%	16.5%	23,803	52,849	8.5%	16.6%
Total Same Stores	830,074	6.1%	5.0%	782,646	1,646,932	6.6%	4.8%
Transactions	84,633			2,680	152,374		
Total	$914,707	16.5%	14.9%	$785,326	$1,799,306	16.1%	13.6%
Gross Profit							
Same Stores							
U.S.	$39,277	6.4%	N/A	$36,903	$73,730	(1.0)%	N/A
U.K.	7,046	18.6%	10.7%	5,940	13,667	18.5%	7.9%
Brazil	1,344	(22.7)%	(14.1)%	1,739	2,947	(17.7)%	(12.0)%
Total Same Stores	47,667	6.9%	6.2%	44,582	90,344	0.8%	(0.3)%
Transactions	3,788			64	6,261		
Total	$51,455	15.3%	14.1%	$44,646	$96,605	7.6%	6.0%
Gross Profit per Unit Sold							
Same Stores							
U.S.	$1,119	5.7%	N/A	$1,059	$1,036	(3.0)%	N/A
U.K.	$672	11.6%	4.1%	$602	$661	12.2%	2.1%
Brazil	$1,026	(27.7)%	(19.6)%	$1,420	$1,076	(25.6)%	(20.5)%
Total Same Stores	$1,016	4.6%	4.0%	$971	$955	(2.2)%	(3.3)%
Transactions	$810			$454	$735		
Total	$998	3.0%	1.9%	$969	$937	(3.8)%	(5.2)%
Gross Margin							
Same Stores							

U.S.	6.3%	6.1%	6.0%
U.K.	3.8%	3.8%	3.7%
Brazil	5.4%	7.3%	5.6%
Total Same Stores	5.7%	5.7%	5.5%
Transactions	4.5%	2.4%	4.1%
Total	5.6%	5.7%	5.4%

(1)See "Non-GAAP Financial Measures" for more details.

In addition to factors such as general economic conditions and consumer confidence, our used vehicle business is affected by the level of manufacturer incentives on new vehicles and new vehicle financing, the number and quality of used vehicle trade-ins and lease turn-ins, the availability of consumer credit, and our ability to effectively manage the level and quality of our overall used vehicle inventory.

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Our total Same Store used vehicle retail revenues increased $66.7 million, or 9.8%, for the three months ended June 30, 2018, as compared to the same period in 2017, reflecting a 9.6% increase in total Same Store used vehicle retail unit sales, coupled with a 0.2% increase in average used vehicle retail selling price to $21,462. In the U.S., Same Store used vehicle retail revenues increased $44.9 million, or 8.4%, reflecting an 11.1% increase in Same Store used vehicle retail unit sales, partially offset by 2.5%, or $525, decrease in the average used vehicle retail sales price to $20,729. The improvements in Same Store used vehicle retail unit sales were driven by the launch of Val-U-Line® during the first quarter of 2018, a proprietary brand for older model, higher mileage, pre-owned vehicles that targets customer demand and enables the Company to retail lower cost units that otherwise would have been sent to auction. Our Val-U-Line® products were approximately 10.2% of U.S. Same Store used vehicle retail units for the three months ended June 30, 2018. The decrease in Same Store average used vehicle retail sales price reflected the mix of units sold associated with our Val-U-Line® brand as well as a 120 basis point decline in Certified Pre-Owned ("CPO") units sold as a percentage of U.S. Same Store used vehicle retail unit sales for the second quarter of 2018 to 26.3% as compared to 27.5% for the same period in 2017. In the U.K., Same Store used vehicle retail revenues increased by $21.9 million, or 17.2%, for the quarter ended June 30, 2018 as compared to the same period last year. The increase in Same Store used vehicle retail revenue was driven by a 12.5% increase in Same Store average used vehicle retail sales price, coupled with a 4.2% increase in Same Store used vehicle retail unit sales. On a constant currency basis, Same Store average used vehicle retail sales price in the U.K. increased 5.8% in the second quarter of 2018 as compared to the same period last year. The increase in Same Store used vehicle retail revenue was primarily d