LITHIA MOTORS INC
Form 10-K/A
December 18, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K/A

Amendment No. 1

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

For the Fiscal Year Ended: December 31, 2005

OR

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

Commission File Number: 001-14733

LITHIA MOTORS, INC.

(Exact name of registrant as specified in its charter)

Oregon	**93-0572810**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
360 E. Jackson Street, Medford, Oregon	**97501**
(Address of principal executive offices)	(Zip Code)

541-776-6899

(Registrant s telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act:

Class A common stock, without par value

Securities registered pursuant to Section 12(g) of the Act: **None**

(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes o No x

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: o

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 x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. Large accelerated filer o Accelerated filer x Non-accelerated filer o

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant was $432,119,137, computed by reference to the last sales price ($28.85) as reported by the New York Stock Exchange for the Registrant s Class A common stock, as of the last business day of the Registrant s most recently completed second fiscal quarter (June 30, 2005).

The number of shares outstanding of the Registrant s common stock as of March 1, 2006 was: Class A: 15,726,772 shares and Class B: 3,762,231 shares.

Documents Incorporated by Reference

The Registrant has incorporated into Part III of Form 10-K, by reference, portions of its Proxy Statement for its 2006 Annual Meeting of Shareholders.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends our annual report on Form 10-K for the year ended December 31, 2005, which was filed on March 8, 2006.

The amendment is a result of the restatement of our consolidated financial statements for the years ended December 31, 2001, 2002, 2003, 2004 and 2005. The amendment is also being made to revise unaudited quarterly financial information for the quarters ended 2005 and 2004.

We are restating our previously reported financial information for these periods to correct an error in those financial statements relating to our derivative accounting under Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities. In addition, we are restating for other errors that were previously deemed to be immaterial. The restatements are **described in more detail in Note 2 of Notes to Consolidated Financial Statements included elsewhere in this report.**

We also will be filing amended Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2006 and June 30, 2006 to reflect the restatements, which include comparative quarterly information for comparable periods in 2005.

We have amended each item of our Annual Report on Form 10-K for the year ended December 31, 2005 that has been affected by the restatement. This Amendment No. 1 does not reflect events occurring after the March 8, 2006 filing of our Form 10-K or modify or update the disclosures set forth therein in any way, except as required to reflect the effects of the restatement.

We have reassessed our disclosure controls and procedures as shown in Item 9A related to the material weakness in our internal control over financial reporting with respect to accounting for derivative instruments and the application of hedge accounting under the short cut method.

LITHIA MOTORS, INC.

2005 FORM 10-K/A ANNUAL REPORT

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Item 6. Selected Financial Data

You should read the Selected Financial Data in conjunction with Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations, Note 2 Restated Results of Operations and Balance Sheets of our Consolidated Financial Statements and Notes thereto and other financial information contained elsewhere in this Annual Report on Form 10-K.

(In thousands, except per share amounts)	Year Ended December 31, (1) 2005 (Restated)	2004 (Restated)	2003 (Restated)	2002 (Restated)	2001 (Restated)
Consolidated Statement of Operations Data:					
Revenues:					
New vehicle	$ 1,676,607	$ 1,541,102	$ 1,407,874	$ 1,218,364	$ 926,981
Used vehicle	816,963	736,694	717,474	716,061	564,352
Finance and insurance	109,408	96,990	85,845	75,163	59,302
Service, body and parts	309,494	280,894	244,858	215,600	172,626
Fleet and other	22,947	7,680	6,539	44,247	43,003
Total revenues	2,935,419	2,663,360	2,462,590	2,269,435	1,766,264
Cost of sales	2,429,814	2,215,143	2,068,615	1,912,370	1,477,492
Gross profit	505,605	448,217	393,975	357,065	288,772
Selling, general and administrative	370,991	338,256	307,514	281,826	226,131
Depreciation and amortization(2)	14,234	12,750	9,475	7,192	8,690
Income from operations	120,380	97,211	76,986	68,047	53,951
Floorplan interest expense	(18,533)	(12,517)	(12,065)	(11,475)	(17,039)
Other interest expense	(12,030)	(8,873)	(6,055)	(5,985)	(7,546)
Other income, net	1,178	919	1,094	1,203	882
Income from continuing operations before income taxes	90,995	76,740	59,960	51,790	30,248
Income taxes	(35,375)	(29,725)	(23,816)	(20,072)	(11,676)
Income from continuing operations	55,620	47,015	36,144	31,718	18,572
Income (loss) from discontinued operations, net of tax	(1,993)	(1,403)	(269)	(45)	646
Net income	$ 53,627	$ 45,612	$ 35,875	$ 31,673	$ 19,218
Basic income per share from continuing operations	$ 2.90	$ 2.50	$ 1.98	$ 1.84	$ 1.39
Basic income (loss) per share from discontinued operations	(0.10)	(0.07)	(0.02)	0.00	0.05
Basic net income per share	$ 2.80	$ 2.43	$ 1.96	$ 1.84	$ 1.44
Shares used in basic per share	19,175	18,773	18,289	17,233	13,371
Diluted income per share from continuing operations	$ 2.64	$ 2.34	$ 1.95	$ 1.80	$ 1.36
Diluted income (loss) per share from discontinued operations	(0.10)	(0.07)	(0.02)	0.00	0.05
Diluted net income per share	$ 2.54	$ 2.27	$ 1.93	$ 1.80	$ 1.41
Shares used in diluted per share	21,807	20,647	18,546	17,598	13,612

(In thousands)	As of December 31, 2005 (Restated)	2004 (Restated)	2003 (Restated)	2002 (Restated)	2001 (Restated)
Consolidated Balance Sheet Data:					
Working capital	$ 156,446	$ 124,277	$ 158,682	$ 125,637	$ 104,379
Inventories	606,047	535,347	444,130	445,743	275,285
Total assets	1,452,714	1,255,720	1,101,767	942,049	662,944
Flooring notes payable	530,452	450,860	435,229	427,635	280,947
Current maturities of long-term debt	6,868	6,565	14,299	4,466	10,203
Long-term debt, less current maturities	290,551	267,310	178,467	104,712	95,830
Total stockholders equity	460,231	405,246	357,542	319,323	203,041
Cash dividends declared per common share	0.44	0.31	0.21		

(1) For detail of the restatements, see Note 2 of Notes to Consolidated Financial Statements included in Item 8. of this report.
(2) Depreciation and amortization expense in 2001 includes $3.7 million of goodwill amortization, compared to none in the other years.

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Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

Some of the statements under the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Form 10-K/A constitute forward-looking statements. In some cases, you can identify forward-looking statements by terms such as may, will, should, expect, plan, intend, forecast, anticipate, believe, estimate, predict, potential, and continue or th other comparable terminology. The forward-looking statements contained in this Form 10-K/A involve known and unknown risks, uncertainties and situations that may cause our actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. Some of the important factors that could cause actual results to differ from our expectations are discussed in Item 1A. to our 2005 Form 10-K, which was filed with the Securities and Exchange Commission on March 8, 2006.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements.

Overview

We are restating our previously reported financial information as of and for the years ended December 31, 2005, 2004 and 2003 to correct an error in those financial statements relating to our derivative accounting under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. In addition, we are restating for other errors that were previously deemed to be immaterial.

We account for our derivative financial instruments in accordance with SFAS No. 133 as amended by SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities-an amendment of FASB Statement No. 133 and SFAS No. 137, Accounting for Derivative Instruments and Hedging Activities (collectively, the Standards). The Standards require that all derivative instruments (including certain derivative instruments embedded in other contracts) be recorded on the balance sheet as either an asset or liability measured at its fair value, and that changes in the derivatives fair value be recognized currently in earnings unless specific hedge accounting criteria are met. From inception of the hedging program, we applied a method of cash flow hedge accounting under SFAS No. 133 to account for the interest rate swap transactions that allowed us to assume the effectiveness of such transactions (the so-called short-cut method). We recently concluded that the interest rate swap transactions did not qualify for the short-cut method in prior periods because of the prepayment clauses in the debt agreements. Furthermore, although management believes that the interest rate swaps would have qualified for hedge accounting under SFAS No. 133, hedge accounting under SFAS No. 133 is not allowed retrospectively because the hedge documentation was not in place at the inception of the hedge. Eliminating the application of cash flow hedge accounting reverses the fair value adjustments that were made on our balance sheet in other comprehensive income into floorplan interest expense on our income statement.

Although the swaps do not retrospectively qualify for hedge accounting under SFAS No. 133, there is no effect on cash flows from operating, investing or financing activities for these changes. The effectiveness of the swaps as hedge transactions has not been affected by these changes in accounting treatment.

Our acquisition model is focused on acquiring average performing new vehicle franchised stores and then integrating and improving them. Our goal is to maximize the operations of all four departments of every store we acquire. We have had success with this strategy since our initial public offering in late 1996. While our strategy has not changed over the last nine years, our ability to integrate and improve the stores that we acquire has increased dramatically. We have also developed a better process for identifying acquisition targets that fit our operating model. Our cash position, substantial lines of credit,

plus an experienced and well-trained staff are all available to facilitate our continued growth as the opportunities develop.

In keeping with this model, we acquired a total of eight stores and twenty-four additional franchises from January 1, 2005 through March 6, 2006 with total estimated annual revenues of nearly $356 million.

Historically, new vehicle sales have accounted for over half of our total revenues but less than one-third of total gross profit. We use a volume-based strategy for new vehicle sales called Promo Pricing, that complements the goal of most auto manufacturers, which have continued to offer a high level of cash or other incentives to automotive customers.

For 2006, we expect that manufacturers will continue to offer incentives on new vehicle sales through a combination of repricing strategies, rebates, early lease cancellation programs and low interest rate loans to consumers.

In 2006, we will be introducing a new initiative under which all sales personnel will have interactive personal computers, which will allow the salesperson to quickly and efficiently enter data and interact with the customer to speed up the sales process. Vehicle and customer information will immediately be downloaded onto the appropriate forms necessary to complete the sales process, eliminating, over time, the need for paperwork to be done by hand. The goal of this initiative is to create a simplified and more efficient process for both the salesperson and the customer, speeding up the sales process and improving the customer s experience. This initiative will be used for both new and used vehicle sales.

Since the beginning of 2002, the used vehicle market has been negatively impacted by strong competition from the new vehicle market, which has benefited from heavy manufacturer incentives in the form of cash rebates, discounted pricing and low interest financing. In the first quarter of 2005, the used vehicle market showed positive signs as a result of constrained industry supply, which led to improvements in retail pricing and margins. In the second and third quarters of 2005, we experienced an increase in trade-ins of quality used vehicles in connection with the domestic manufacturers employee pricing programs. We received these trade-ins at good valuations and, in the fourth quarter of 2005, we had a strong used vehicle cycle as we sold much of what we brought into inventory in the previous quarters. We have implemented new procedures in the used vehicle business, which have also demonstrated positive results for our used vehicle business:

- We conduct our own local used vehicle auctions in select markets and manage the disposal of used vehicles at larger auctions. The process is centralized and controlled at the management level.

- We utilize a Used Vehicle Promo Pricing strategy, which markets vehicles with a $99 down payment and then groups vehicles by payment level. Vehicles are marked with clear and understandable pricing, which reduces haggling and speeds up the sale process. This strategy clearly addresses the three biggest issues of price, down payment and monthly payment for our customers and our sales personnel.

In addition, as a complement to our ongoing used vehicle operation at each store, we use specialists in our support services group to increase the acquisition of used vehicles. We believe that this will help bolster sales volumes in the 3 to 7 year old vehicle market.

Results of Continuing Operations

Certain revenue, gross profit margin and gross profit information by product line was as follows for 2005, 2004 and 2003:

2005 (Restated)	Percent of Total Revenues		Gross Profit Margin		Percent of Total Gross Profit	
New vehicle	57.1	%	8.0	%	26.5	%
Used vehicle(1)	27.9		13.4		21.8	
Finance and insurance(2)	3.7		100.0		21.6	
Service, body and parts	10.5		48.7		29.8	
Fleet and other	0.8		6.4		0.3	

2004 (Restated)	Percent of Total Revenues		Gross Profit Margin		Percent of Total Gross Profit	
New vehicle	57.9	%	7.9	%	27.0	%
Used vehicle(1)	27.7		12.7		20.9	
Finance and insurance(2)	3.6		100.0		21.6	
Service, body and parts	10.5		48.3		30.2	
Fleet and other	0.3		15.9		0.3	

2003 (Restated)	Percent of Total Revenues		Gross Profit Margin		Percent of Total Gross Profit	
New vehicle	57.2	%	7.6	%	27.2	%
Used vehicle(1)	29.1		11.6		21.0	
Finance and insurance(2)	3.5		100.0		21.8	
Service, body and parts	9.9		47.3		29.4	
Fleet and other	0.3		34.4		0.6	

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(1) Includes retail and wholesale used vehicles.

(2) Reported net of anticipated cancellations.

The following table sets forth selected condensed financial data expressed as a percentage of total revenues for the periods indicated below.

Lithia Motors, Inc. (1)	Year Ended December 31, 2005 (Restated)		2004 (Restated)		2003 (Restated)	
Revenues:						
New vehicle	57.1	%	57.9	%	57.2	%
Used vehicle	27.9		27.7		29.1	
Finance and insurance	3.7		3.6		3.5	
Service, body and parts	10.5		10.5		9.9	
Fleet and other	0.8		0.3		0.3	
Total revenues	100.0	%	100.0	%	100.0	%
Gross profit	17.2		16.8		16.0	
Selling, general and administrative expenses	12.6		12.7		12.5	
Depreciation and amortization	0.5		0.5		0.4	
Income from continuing operations	4.1		3.6		3.1	
Floorplan interest expense	0.6		0.5		0.5	
Other interest expense	0.4		0.3		0.2	
Other income, net	0.0		0.0		0.0	
Income from continuing operations before taxes	3.1		2.9		2.4	

Income tax expense	1.2		1.1		1.0	
Income from continuing operations	1.9	%	1.8	%	1.5	%

(1) The percentages may not add due to rounding.

The following tables set forth the changes in our operating results from continuing operations in 2005 compared to 2004 and in 2004 compared to 2003:

(In Thousands)	Year Ended December 31, 2005 (Restated)	2004 (Restated)	Increase (Decrease)	% Increase (Decrease)
Revenues:				
New vehicle	$ 1,676,607	$ 1,541,102	$ 135,505	8.8 %
Used vehicle	816,963	736,694	80,269	10.9
Finance and insurance	109,408	96,990	12,418	12.8
Service, body and parts	309,494	280,894	28,600	10.2
Fleet and other	22,947	7,680	15,267	198.8
Total revenues	2,935,419	2,663,360	272,059	10.2
Cost of sales:				
New vehicle	1,542,458	1,420,035	122,423	8.6
Used vehicle	707,096	643,298	63,798	9.9
Service, body and parts	158,792	145,349	13,443	9.2
Fleet and other	21,468	6,461	15,007	232.3
Total cost of sales	2,429,814	2,215,143	214,671	9.7
Gross profit	505,605	448,217	57,388	12.8
Selling, general and administrative	370,991	338,256	32,735	9.7
Depreciation and amortization	14,234	12,750	1,484	11.6
Income from operations	120,380	97,211	23,169	23.8
Floorplan interest expense	(18,533)	(12,517)	6,016	48.1
Other interest expense	(12,030)	(8,873)	3,157	35.6
Other expense, net	1,178	919	259	28.2
Income from continuing operations before income taxes	90,995	76,740	14,255	18.6
Income tax expense	(35,375)	(29,725)	5,650	19.0
Income from continuing operations	$ 55,620	$ 47,015	$ 8,605	18.3 %

	Year Ended December 31, 2005	2004	Increase (Decrease)	% Increase (Decrease)
New units sold	59,956	54,839	5,117	9.3 %
Average selling price per new vehicle	$ 27,964	$ 28,102	$ (138)	(0.5)%
Used units sold	67,455	63,172	4,283	6.8 %
Average selling price per used vehicle	$ 12,111	$ 11,662	$ 449	3.9 %
Finance and insurance sales per retail unit	$ 1,059	$ 1,014	$ 45	4.4 %

(In Thousands)	Year Ended December 31, 2004 (Restated)	2003 (Restated)	Increase (Decrease)	% Increase (Decrease)
Revenues:				
New vehicle	$ 1,541,102	$ 1,407,874	$ 133,228	9.5 %
Used vehicle	736,694	717,474	19,220	2.7
Finance and insurance	96,990	85,845	11,145	13.0
Service, body and parts	280,894	244,858	36,036	14.7
Fleet and other	7,680	6,539	1,141	17.4
Total revenues	2,663,360	2,462,590	200,770	8.2
Cost of sales:				
New vehicle	1,420,035	1,300,865	119,170	9.2
Used vehicle	643,298	634,525	8,773	1.4
Service, body and parts	145,349	128,935	16,414	12.7
Fleet and other	6,461	4,290	2,171	50.6
Total cost of sales	2,215,143	2,068,615	146,528	7.1
Gross profit	448,217	393,975	54,242	13.8
Selling, general and administrative	338,256	307,514	30,742	10.0
Depreciation and amortization	12,750	9,475	3,275	34.6
Income from operations	97,211	76,986	20,225	26.3
Floorplan interest expense	(12,517)	(12,065)	452	3.7
Other interest expense	(8,873)	(6,055)	2,818	46.5
Other expense, net	919	1,094	(175)	(16.0)
Income from continuing operations before income taxes	76,740	59,960	16,780	28.0
Income tax expense	(29,725)	(23,816)	5,909	24.8
Income from continuing operations	$ 47,015	$ 36,144	$ 10,871	30.1 %

	Year Ended December 31, 2004	2003	Increase (Decrease)	% Increase (Decrease)
New units sold	54,839	52,605	2,234	4.2 %
Average selling price per new vehicle	$ 28,102	$ 26,763	$ 1,339	5.0 %
Used units sold	63,172	66,537	(3,365)	(5.1)%
Average selling price per used vehicle	$ 11,662	$ 10,783	$ 879	8.2 %
Finance and insurance sales per retail unit	$ 1,014	$ 918	$ 96	10.5 %

Revenues

Total revenues increased 10.2% and 8.2%, respectively, in 2005 compared to 2004 and in 2004 compared to 2003.

The increase in 2005 compared to 2004 was primarily a result of acquisitions and a 1.8% increase in same-store sales, which was driven by an increase in units sold. The increase in same store sales was driven by same-store sales increases across all business lines. The employee pricing programs offered by the domestic manufacturers during the second and third quarters of 2005, as well as a mix shift away from trucks and SUVs, resulted in a decrease in average selling prices which led to increases in new units sold, the combination of which resulted in higher same-store new vehicle sales. The same programs also contributed to improvements in same-store used vehicle sales due to the large number of good quality used vehicle trade-ins associated with the high volume of new vehicle purchases.

The increase in 2004 compared to 2003 was primarily a result of acquisitions, as well as increases in the average new and used vehicle sales prices in 2004 compared to 2003. The 2004 increase was offset in part by a same-store sales decline of 2.4%. Our new vehicle same store sales were down in 2004 compared to 2003 because of a slower sales environment in our markets and a difficult comparison from the prior year, which experienced a 6.2% increase. Used vehicle same store sales were negatively

affected in 2004 compared to 2003 due to continued manufacturer incentives on new vehicles which led to continued weakness in the used vehicle market.

Same-store sales percentage increases (decreases) were as follows:

	2005 compared to 2004	2004 compared to 2003
New vehicle retail, excluding fleet	0.8 %	(1.9)%
Used vehicle, including wholesale	3.8	(5.8)
Total vehicle sales, excluding fleet	1.8	(3.2)
Finance and insurance	1.4	2.0
Service, body and parts	2.5	3.3
Total sales, excluding fleet	1.8	(2.4)

Same-store sales are calculated by dealership comparing only those months that contain full-month operating data.

Penetration rates for certain products were as follows:

	2005	2004	2003
Finance and insurance	76 %	77 %	75 %
Service contracts	43	43	41
Lifetime oil change and filter	38	36	34

The decrease in the finance and insurance penetration rate in 2005 compared to 2004 was due to reduced availability of manufacturer subsidized low-interest rate loans during the second and third quarters of 2005 when the manufacturers offered their employee pricing programs.

The improvements in same-store service, body and parts revenue in both 2005 compared to 2004 and in 2004 compared to 2003 were a result of our continued focus on service-advisor training and our Lifetime Oil Program. In addition, pricing and cost saving initiatives across the service, body and parts business lines contributed to the improvement in 2005 compared to 2004.

Fleet and other sales include both fleet sales and fees received for delivering vehicles on behalf of the manufacturer, the U.S. military, rent-a-car companies or leasing companies.

Gross Profit

Gross profit increased $57.4 million in 2005 compared to 2004 and increased $54.2 million in 2004 compared to 2003 due primarily to increased total revenues, as well as increases in our overall gross profit margin.

Gross profit margins achieved were as follows:

(Restated)	Year Ended December 31, 2005	2004	Lithia Margin Change*
New vehicle	8.0 %	7.9 %	10 bp
Retail used vehicle	15.7	14.5	120
Wholesale used vehicles	2.7	3.1	(40)
Finance and insurance	100.0	100.0	0
Service, body and parts	48.7	48.3	40
Overall	**17.2**	**16.8**	**40**

(Restated)	Year Ended December 31, 2004	2003	Lithia Margin Change*
New vehicle	7.9 %	7.6 %	30 bp
Retail used vehicle	14.5	14.0	50
Wholesale used vehicles	3.1	(0.2)	330
Finance and insurance	100.0	100.0	0

Service, body and parts	48.3	47.3	100
Overall	**16.8**	**16.0**	**80**

* bp stands for basis points (one hundred basis points equals one percent).

In the new vehicle business, margins improved slightly in 2005 compared to 2004 and improved in 2004 compared to 2003 as a result of strategic initiatives and internal directives in 2004 and early 2005 that increased gross profit per vehicle sold. These margin raising initiatives were partially offset in 2005 by manufacturers employee pricing programs, which created a higher volume, lower margin environment during the second and third quarters of 2005. This compares to a higher volume, lower margin strategy that was in place in 2003.

Retail used vehicle margins improved in 2005 compared to 2004 as a result of a stronger pricing and retail environment for used vehicles in combination with a large quantity of good quality used vehicle trade-ins in recent quarters. In 2004, we were able to improve the margins on our used vehicle sales compared to 2003 primarily because of the strategies discussed earlier regarding the auctioning of undesired used vehicles and our Used Vehicle Promo Pricing for our retail sales.

Margins in our wholesale used vehicle business declined in 2005 compared to 2004, as a result of aggressive wholesaling in the third and fourth quarters of 2005 designed to clear inventories going into the seasonally slower winter months. Gross profits per unit remained positive. We continue to hold our own local used vehicle auctions and manage the disposal of our units at larger auctions, which has contributed to improvements in gross profit per vehicle, partially offsetting the declines due to the aggressive wholesaling.

The service, body and parts business has benefited from our focus on service advisor training, which has led to gains in the sale of higher margin service items in 2005 compared to 2004 and in 2004 compared to 2003. In addition, we also instituted a number of pricing and cost saving initiatives across the entire service, body and parts business. Higher penetration rates for our lifetime oil change and filter service have also contributed to our gross profit margin increase in 2005.

The increase in the overall gross profit margin in 2004 compared to 2003 was also affected by the increase in our high-margin service and parts revenue as a percentage of total revenue.

The increase in same store revenues in 2005 compared to 2004 and the improved gross profit margins in 2005 compared to 2004, as well as in 2004 compared to 2003, led to increases in total same-store gross profit of 3.1% and 2.4%, respectively, in 2005 compared to 2004 and in 2004 compared to 2003.

Selling, General and Administrative Expense

Selling, general and administrative expense (SG&A) includes salaries and related personnel expenses, facility lease expense, advertising (net of manufacturer cooperative advertising credits), legal, accounting, professional services and general corporate expenses. Selling, general and administrative expense increased $32.7 million in 2005 compared to 2004 and increased $30.7 million in 2004 compared to 2003. SG&A as a percentage of revenue improved by 10 basis points in 2005 compared to 2004 and declined by 20 basis points in 2004 compared to 2003.

The increases in dollars spent in 2005 compared to 2004 and in 2004 compared to 2003 were due to increased selling, or variable, expenses related to the increases in acquisition revenues and the number of locations. In addition, the 2004 increase also related to increased costs for compliance with the Sarbanes-Oxley Act of 2002. More importantly, however, SG&A as a percentage of gross profit is an industry standard and a better gauge for measuring performance relative to SG&A expense. SG&A as a percentage of gross profit improved by 210 basis points and 260 basis points, respectively, in 2005 compared to 2004 and in 2004 compared to 2003 as we continue to realize the positive results of multiple cost saving initiatives at our corporate headquarters and in the stores.

Depreciation and Amortization

Depreciation and amortization increased $1.5 million and $3.3 million, respectively, in 2005 compared to 2004 and in 2004 compared to 2003 due to the addition of property and equipment primarily related to our acquisitions, as well as leasehold improvements to existing facilities.

Income from Operations

Operating margins in 2005 improved by 50 basis points to 4.1% compared to 3.6% in 2004 and by 50 basis points in 2004 from 3.1% in 2003. The increases were primarily because of improved overall gross profit margins as discussed above. In addition, in 2005, operating expenses as a percentage of revenue improved by 10 basis points compared to 2004. In 2004 compared to 2003, however, the improvement in gross profit margins was partially offset by a 30 basis point increase in operating expenses as a percentage of revenue.

Floorplan Interest Expense

Floorplan interest expense increased $6.0 million in 2005 compared to 2004. Increases in the average interest rates on our floorplan facilities resulted in increases to floorplan interest expense of $8.3 million. In addition, our average outstanding balance on these facilities increased $49.6 million, which contributed $1.5 million to the overall increase. These increases were partially offset by a $3.7 million decrease related to our interest rate swaps.

Floorplan interest expense increased $0.5 million in 2004 compared to 2003. Increases in the average interest rates on our floorplan facilities resulted in increases to floorplan interest expense of $0.7 million. In addition, our average outstanding balance on these facilities increased $49.2 million, which contributed $1.4 million to the overall increase. These increases were partially offset by a $1.6 million decrease related to our interest rate swaps.

Other Interest Expense

Other interest expense includes interest on our convertible notes, debt incurred related to acquisitions, real estate mortgages, our used vehicle line of credit and equipment related notes.

Other interest expense increased $3.2 million in 2005 compared to 2004. Changes in the weighted average interest rate on our debt in 2005 compared to 2004 increased other interest expense by approximately $1.4 million and changes in the average outstanding balances resulted in an increase of approximately $1.8 million. Interest expense related to the $85.0 million of convertible notes that were issued in May 2004 totals approximately $764,000 per quarter, which consists of $611,000 of contractual interest and $153,000 of amortization of debt issuance costs.

Other interest expense increased $2.8 million in 2004 compared to 2003. Changes in the weighted average interest rate on our debt in 2004 compared to 2003 increased other interest expense by approximately $550,000 and changes in the average outstanding balances resulted in an increase of approximately $2.2 million.

For all debt, including floorplan notes payable, our average interest rate in 2005 increased at only about half the pace of market interest rates due to our interest rate hedging strategies.

Income Tax Expense

Our effective tax rate was 38.9% in 2005 compared to 38.7% in 2004 and 39.7% in 2003. Our effective tax rate may be affected in the future by the mix of asset acquisitions compared to corporate acquisitions, as well as by the mix of states where our stores are located. The increase in our effective tax rate in 2005 compared to 2004 was due primarily to an increase in revenue in some of our higher tax rate states.

Income from Continuing Operations

Income from continuing operations as a percentage of revenue increased in 2005 compared to 2004 as a result of improvements in gross profit margins and operating expenses as discussed above.

Income from continuing operations as a percentage of revenue increased in 2004 compared to 2003 as a result of improvements in gross profit margins that were partially offset by increased operating expenses and interest expense as discussed above.

Discontinued Operations

We continually monitor the performance of each of our dealerships and make determinations to sell based primarily on return on capital criteria. Once a determination to dispose of a dealership is made, the results of operations are reclassified into discontinued operations. All dealerships included in discontinued operations have been, or will be, eliminated from our on-going operations upon completion of the sale.

During 2005, we sold a building we had held for sale at December 31, 2004, sold one dealership and classified two additional dealerships as discontinued operations, which are held for sale at December 31, 2005. During 2004, we disposed of the franchises included with a dealership we had held for sale at December 31, 2003. During 2003, we sold one of our dealerships classified as discontinued operations. We expect that the dealerships held for sale at December 31, 2005 will be sold during 2006.

Certain financial information related to discontinued operations was as follows (in thousands):

Year Ended December 31,	2005	2004	2003
Revenue	$ 45,881	$ 116,411	$ 143,584
Pre-tax income (loss)	(3,328)	(2,591)	(1,068)
Gain (loss) on disposal of discontinued operations, net of tax	28	302	621
Amount of goodwill and other intangible assets disposed of	4,406	1,629	1,712

Interest expense is allocated to stores classified as discontinued operations for actual flooring interest expense directly related to the new vehicles in the store. Interest expense related to the used vehicle line of credit is allocated based on total used vehicle inventory of the store, and interest expense related to the equipment line of credit is allocated based on the amount of fixed assets.

Assets held for sale included the following (in thousands):

December 31,	2005	2004
Inventories	$ 22,703	$
Property, plant and equipment	817	135
Goodwill	2,368	
Other intangible assets	1,523	
	$ 27,411	$ 135

Liabilities held for sale of $22.4 million at December 31, 2005 represented new vehicle flooring notes payable related to the two dealerships held for sale.

Selected Consolidated Quarterly Financial Data

The following tables set forth our unaudited restated quarterly financial data(1). The restatements are **described in more detail in Note 2 of Notes to Consolidated Financial Statements included elsewhere in this report.**

	Three Months Ended, March 31	June 30	September 30	December 31
	(in thousands, except per share data) (Restated)			
2005				
Revenues:				
New vehicle	$ 359,619	$ 438,375	$ 510,541	$ 368,072
Used vehicle	197,322	200,769	226,518	192,354
Finance and insurance	24,616	27,204	32,462	25,126
Service, body and parts	74,265	75,417	80,786	79,026
Fleet and other	3,104	9,064	8,548	2,231
Total revenues	658,926	750,829	858,855	666,809
Cost of sales	541,793	623,817	716,096	548,108
Gross profit	117,133	127,012	142,759	118,701
Selling, general and administrative	89,132	93,323	98,588	89,948
Depreciation and amortization	3,388	3,406	3,624	3,816
Income from operations	24,613	30,283	40,547	24,937
Floorplan interest expense	(1,768)	(7,865)	(3,405)	(5,495)
Other interest expense	(2,805)	(3,036)	(3,037)	(3,152)
Other, net	284	247	187	460
Income from continuing operations before income taxes	20,324	19,629	34,292	16,750
Income taxes	(7,892)	(7,781)	(14,034)	(5,668)
Income before discontinued operations	12,432	11,848	20,258	11,082
Discontinued operations, net of tax	(486)	(430)	(485)	(592)
Net income	$ 11,946	$ 11,418	$ 19,773	$ 10,490
Basic income per share from continuing operations	$ 0.65	$ 0.62	$ 1.05	$ 0.57
Basic loss per share from discontinued operations	(0.02)	(0.02)	(0.02)	(0.03)
Basic net income per share	$ 0.63	$ 0.60	$ 1.03	$ 0.54
Diluted income per share from continuing operations	$ 0.59	$ 0.57	$ 0.95	$ 0.53
Diluted loss per share from discontinued operations	(0.02)	(0.02)	(0.03)	(0.03)
Diluted net income per share	$ 0.57	$ 0.55	$ 0.92	$ 0.50

	Three Months Ended, March 31	June 30	September 30	December 31
	(in thousands, except per share data) (Restated)			
2004				
Revenues:				
New vehicle	$ 342,802	$ 387,977	$ 436,414	$ 373,909
Used vehicle	184,986	179,074	193,850	178,784
Finance and insurance	22,333	23,700	26,841	24,116
Service, body and parts	66,772	69,223	72,422	72,477
Fleet and other	1,164	1,381	3,385	1,750
Total revenues	618,057	661,355	732,912	651,036
Cost of sales	514,904	548,724	611,135	540,380
Gross profit	103,153	112,631	121,777	110,656
Selling, general and administrative	81,716	85,439	87,790	83,311
Depreciation and amortization	2,850	2,998	3,156	3,746
Income from operations	18,587	24,194	30,831	23,599
Floorplan interest expense	(5,594)	3,060	(7,107)	(2,876)
Other interest expense	(1,721)	(2,147)	(2,300)	(2,705)

Other, net	179	273	204	263
Income from continuing operations before income taxes	11,451	25,380	21,628	18,281
Income taxes	(4,485)	(9,898)	(8,436)	(6,906)
Income before discontinued operations	6,966	15,482	13,192	11,375
Discontinued operations, net of tax	(455)	(306)	(14)	(628)
Net income	$ 6,511	$ 15,176	$ 13,178	$ 10,747
Basic income per share from continuing operations	$ 0.37	$ 0.83	$ 0.70	$ 0.60
Basic loss per share from discontinued operations	(0.02)	(0.02)	(0.00)	(0.03)
Basic net income per share	$ 0.35	$ 0.81	$ 0.70	$ 0.57
Diluted income per share from continuing operations	$ 0.36	$ 0.77	$ 0.64	$ 0.55
Diluted loss per share from discontinued operations	(0.02)	(0.02)	(0.00)	(0.03)
Diluted net income per share	$ 0.34	$ 0.75	$ 0.64	$ 0.52

(1) Quarterly data may not add to yearly totals due to rounding.

Seasonality and Quarterly Fluctuations

Historically, our sales have been lower in the first and fourth quarters of each year due to consumer purchasing patterns during the holiday season, inclement weather in certain of our markets and the reduced number of business days during the holiday season. As a result, financial performance is expected to be lower during the first and fourth quarters than during the second and third quarters of each fiscal year. We believe that interest rates, levels of consumer debt and consumer confidence, as well as general economic conditions, also contribute to fluctuations in sales and operating results. Acquisitions have also been a contributor to fluctuations in our operating results from quarter to quarter.

Liquidity and Capital Resources

Our principal needs for capital resources are to finance acquisitions and capital expenditures, as well as for working capital. We have relied primarily upon internally generated cash flows from operations, borrowings under our credit agreements and the proceeds from public equity and private debt offerings to finance operations and expansion. We believe that our available cash, cash equivalents, available lines of credit and cash flows from operations will be sufficient to meet our anticipated operating expenses and capital requirements for at least the next 24 months from December 31, 2005.

Our inventories increased to $606.0 million at December 31, 2005 from $535.3 million at December 31, 2004 due primarily to acquisitions, as well as a decision to take on additional inventory in December 2005 due to attractive incentives from certain of our manufacturer partners. As a result, our new and used flooring notes payable increased to $530.5 million at December 31, 2005 from $450.9 million at December 31, 2004. New vehicles are financed at approximately 100% and used vehicles can be financed up to approximately 80% of cost. Our days supply of new vehicles increased by approximately 19 days at December 31, 2005 compared to December 31, 2004, primarily due to the purchase of additional inventory in December 2005 mentioned above. We believe this inventory level will provide us with strong inventories at attractive prices going into the seasonally strong spring selling season. Our new vehicle inventories are 28 days above our average historical December 31 balances. Our days supply of used vehicles decreased by approximately 2 days at December 31, 2005 compared to December 31, 2004. Used vehicle inventories at December 31, 2005 were 3 days below average levels for December 31. We believe that our inventory of good-quality used vehicles, which were brought purchased at favorable prices, will benefit our used vehicle business in 2006.

Assets held for sale of $27.4 million at December 31, 2005 include primarily inventories, fixed assets, goodwill and other intangible assets related to two dealerships held for sale and are recorded on our balance sheet at the lower of book value or estimated fair market value, less applicable selling costs.

Liabilities held for sale of $22.4 million at December 31, 2005 represented new vehicle flooring notes payable related to two dealerships held for sale.

Goodwill and other intangibles increased $21.9 million to $311.1 million at December 31, 2005, compared to $289.2 million at December 31, 2004. Store and franchise acquisitions increased goodwill and other intangibles by $30.3 million. This increase was partially offset by a $4.4 million decrease in goodwill and other intangibles related to dealership disposals and by $3.9 million being classified as assets held for sale at December 31, 2005. Cash paid for acquisitions, net of cash received, in 2005 was $51.7 million.

Our Board of Directors declared a dividend of $0.08 per share on our Class A and Class B common stock for the fourth quarter of 2004 and for the first quarter of 2005, which were paid in the first two quarters of 2005 and totaled approximately $1.5 million each. For the second, third and fourth quarters of 2005, our Board of Directors declared a $0.12 per share dividend on our Class A and Class B common stock that totaled approximately $2.3 million each. The dividend related to the second quarter of 2005 was paid during the third quarter of 2005 and the dividend for the third quarter of 2005 was paid in the fourth quarter of 2005.

The dividend related to the fourth quarter of 2005 will be paid in the first quarter of 2006. We anticipate recommending to the Board of Directors the approval of a cash dividend each quarter.

In June 2000, our Board of Directors authorized the repurchase of up to 1,000,000 shares of our Class A common stock. Through December 31, 2005, we have purchased a total of 60,231 shares under this program and may continue to do so from time to time in the future as conditions warrant. However, the recent change in the tax law tends to equalize the benefits of dividends and share repurchases as a means to return capital or earnings to shareholders. As a result, we believe it is now advantageous to shareholders to have a dividend in place. With the dividend, we are able to offer an immediate and tangible return to our shareholders without reducing our already limited market float, which occurs when we repurchase shares.

We have a working capital and used vehicle flooring credit facility with DaimlerChrysler Services North America LLC and Toyota Motor Credit Corporation, totaling up to $150 million, which expires May 1, 2008. This credit facility is cross-collateralized and secured by cash and cash equivalents, new and used vehicles on a subordinated basis to the extent not specifically financed by other lenders, parts inventories, accounts receivable, intangible assets and equipment. We pledged to DaimlerChrysler Services and Toyota Motor Credit the stock of all of our dealership subsidiaries except entities operating BMW, Honda, Nissan or Toyota stores. The commitments under this credit agreement may be withdrawn under various events of default or certain changes in control.

The financial covenants in our agreement with DaimlerChrysler Services and Toyota Motor Credit require us to maintain compliance with, among other things, (i) a specified current ratio; (ii) a specified fixed charge coverage ratio; (iii) a specified interest coverage ratio; (iv) a specified adjusted leverage ratio; and (v) certain working capital levels. At December 31, 2005, we were in compliance with all of the covenants of this agreement.

Ford Motor Credit, General Motors Acceptance Corporation and Volkswagen Credit have agreed to floor all of our new vehicles for their respective brands with DaimlerChrysler Services North America LLC and Toyota Motor Credit Corporation serving as the primary lenders for substantially all other brands. These new vehicle lines are secured by new vehicle inventory of the relevant brands. Vehicles financed by lenders not directly associated with the manufacturer are classified as floorplan notes payable: non-trade and is included as a financing activity in our statements of cash flows. Vehicles financed by lenders directly associated with the manufacturer are classified as floorplan notes payable and is included as an operating activity.

We have a credit facility with U.S. Bank N.A., which provides for a $50.0 million revolving line of credit for leased vehicles and equipment purchases and expires May 1, 2007. The financial covenants in our agreement with U.S. Bank N.A. require us to maintain compliance with, among other things, (i) a specified current ratio; (ii) a specified fixed charge coverage ratio; (iii) a minimum total net worth; and (iv) a minimum tangible net worth. At December 31, 2005, we were in compliance with all of the covenants of this agreement. The commitments under this credit agreement may be withdrawn under various events of default or certain changes in control of Lithia.

Pursuant to our $150 million credit agreement with DaimlerChrysler Services North America LLC and Toyota Motor Credit Corporation, total dividends and repurchases of our common stock cannot exceed $25.0 million over the term of the agreement. To date, over the term of the agreement, we have paid dividends and repurchased stock totaling $18.7 million.

We expect to be in compliance with the covenants for all of our debt agreements in the foreseeable future. In the event that we are unable to meet such requirements, and any available cure period has passed, the lender may require an acceleration of payment, increase the interest rate or limit our ability to borrow.

Interest rates on all of the above facilities ranged from 5.9% to 7.1% at December 31, 2005. Amounts outstanding on the lines at December 31, 2005, together with amounts remaining available under such lines were as follows (in thousands):

	Outstanding at December 31, 2005	Remaining Availability as of December 31, 2005
New and program vehicle lines	$ 530,452	$ *
Working capital and used vehicle line		150,000
Equipment/leased vehicle line	50,000	
	$ 580,452	$ 150,000

* There are no formal limits on the new and program vehicle lines with certain lenders.

We also have outstanding $85.0 million of 2.875% senior subordinated convertible notes due 2014. We will also pay contingent interest on the notes during any six-month interest period beginning May 1, 2009, in which the trading price of the notes for a specified period of time equals or exceeds 120% of the principal amount of the notes. The notes are convertible into shares of our Class A common stock at a price of $37.69 per share upon the satisfaction of certain conditions and upon the occurrence of certain events as follows:

- if, prior to May 1, 2009, and during any calendar quarter, the closing sale price of our common stock exceeds 120% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding calendar quarter;

- if, after May 1, 2009, the closing sale price of our common stock exceeds 120% of the conversion price;

- if, during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of notes for each day of such period was less than 98% of the product of the closing sale price of our common stock and the number of shares issuable upon conversion of $1,000 principal amount of the notes;

- if the notes have been called for redemption; or

- upon certain specified corporate events.

A declaration and payment of a dividend in excess of $0.08 per share per quarter will result in an adjustment in the conversion rate for the notes if such cumulative adjustment exceeds 1% of the current conversion rate. We declared a dividend of $0.12 per share in July 2005, October 2005 and February 2006. The affect of such dividends does not yet reach the 1% threshold amount and no adjustment in the conversion rate is currently required.

The notes are redeemable at our option beginning May 6, 2009 at the redemption price of 100% of the principal amount plus any accrued interest. The holders of the notes can require us to repurchase all or some of the notes on May 1, 2009 and upon certain events constituting a fundamental change or a termination of trading. A fundamental change is any transaction or event in which all or substantially all of our common stock is exchanged for, converted into, acquired for, or constitutes solely the right to receive, consideration that is not all, or substantially all, common stock that is listed on, or immediately after the transaction or event, will be listed on, a United States national securities exchange. A termination of trading will have occurred if our common stock is not listed for trading on a national securities exchange or the NASDAQ stock market.

Our earnings to fixed charge coverage ratio, as defined in the senior subordinated convertible notes, was 3.39 for the year ended December 31, 2005.

Contractual Payment Obligations

A summary of our contractual commitments and obligations as of December 31, 2005 was as follows (in thousands):

	Payments Due By Period				
Contractual Obligation	**Total**	**2006**	**2007 and 2008**	**2009 and 2010**	**2011 and beyond**
Floorplan Notes	$ 530,452	$ 530,452	$	$	$
Lines of Credit and Long-Term Debt	297,419	6,868	101,388	32,944	156,219
Interest on Scheduled Debt Payments	58,280	9,685	17,478	11,128	19,989
Capital Commitments	21,828	21,828			
Operating Leases	126,709	20,931	37,541	27,566	40,671
	$ 1,034,688	$ 589,764	$ 156,407	$ 71,638	$ 216,879

Our capital commitments of $21.8 million at December 31, 2005 were for the construction of five new facilities, additions to two existing facilities and the remodel of two facilities. Three of the new facilities will be for our Toyota dealerships in Springfield, Oregon, Klamath Falls, Oregon and Odessa, Texas. The other two new facilities are for our Dodge dealership in Sioux Falls, South Dakota and for our Mercedes dealership in Spokane, Washington. We have already incurred $5.4 million for these projects and anticipate incurring the remaining $21.8 million in 2006. We expect to pay for the construction out of existing cash balances until completion of the projects, at which time we anticipate securing long-term financing and general borrowings from third party lenders for 70% to 90% of the amounts expended.

In addition, we have recorded a reserve for our estimated contractual obligations related to potential charge-backs for vehicle service contracts, lifetime oil change contracts and other various insurance contracts that are terminated early by the customer. At December 31, 2005, this reserve totaled $13.1 million. Based on past experience, we estimate that the $13.1 million will be paid out as follows: $7.9 million in 2006; $3.5 million in 2007; $1.3 million in 2008; $0.3 million in 2009; and $0.1 million thereafter.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and reported amounts of revenues and expenses at the date of the financial statements. Some of our accounting policies require us to make difficult and subjective judgments on matters that are inherently uncertain. The following accounting policies involve critical accounting estimates because they are particularly dependent on assumptions made by management. While we have made our best estimates based on facts and circumstances available to us at the time, different estimates could have been used in the current period. Changes in the accounting estimates we used are reasonably likely to occur from period to period, which may have a material impact on the presentation of our financial condition and results of operations.

Our most critical accounting estimates include service contract and lifetime oil contract income recognition, finance fee income recognition, workers compensation insurance premium accrual, discretionary bonus accrual, assessment of recoverability of goodwill and other intangible assets, and used vehicle inventory valuations. We also have other key accounting policies, such as our policies for valuation of accounts receivable, expense accruals and other revenue recognition. However, these policies either do not meet the definition of critical accounting estimates described above or are not currently material items in our financial statements. We review our estimates, judgments and assumptions periodically and reflect the effects of revisions in the period that they are deemed to be necessary. We believe that these estimates are reasonable. However, actual results could differ from these estimates.

Service Contract and Lifetime Oil Change Contract Income Recognition

We receive fees from the sale of vehicle service contracts and lifetime oil contracts to customers. The contracts are sold through an unrelated third party, but we may be charged back for a portion of the fees in the event of early termination of the contracts by customers. We have established a reserve for estimated future charge-backs based on an analysis of historical charge-backs in conjunction with termination provisions of the applicable contracts. At December 31, 2005 and 2004, this reserve totaled $12.2 million and $11.2 million, respectively, and is included in accrued liabilities and other long-term liabilities on our consolidated balance sheets. We may also participate in future underwriting profit pursuant to retrospective commission arrangements, which would be recognized as income upon receipt.

Finance Fee Income Recognition

We receive finance fees from various financial institutions when we arrange financing for our customers on a non-recourse basis. We may be charged back for a portion of the financing fee income when the customer pays off their loan prior to the guidelines agreed to by the various financial institutions. We have established a reserve for potential net charge-backs and cancellations based on historical experience, which typically result if the customer pays off their loan during the 90 to 180 days after receiving financing. At December 31, 2005 and 2004, this reserve totaled $343,000 and $258,000, respectively, and is included in accrued liabilities on our consolidated balance sheets.

Workers Compensation Insurance Premium Accrual

Insurance premiums are paid for under a three-year retrospective cost policy, whereby premium cost depends on experience. We accrue premiums based on our historical experience rating, although the actual experience can be something greater or less than the anticipated claims experience and, as of December 31, 2005 and 2004, the accrual was $2.3 million and $2.6 million, respectively, and is included in accrued liabilities and other long-term liabilities on our consolidated balance sheets. We expect that the retrospective cost policy, as opposed to a guaranteed cost with a flat premium, will be the most cost efficient over time.

Discretionary Bonus Accrual

We make certain estimates, judgments and assumptions regarding the likelihood of our attainment, and the level thereof, of the annual bonus criteria under our Discretionary Bonus Program in order to record bonus expense on a quarterly basis. We accrue the estimated year-end expense on a pro-rata basis throughout the year based on bonus attainment expectations. We use this same methodology for our 401(k) matching contribution and our years-of-service bonus programs. These estimates, judgments and assumptions are made quarterly based on available information and take into consideration the historical seasonality of our business and current trends. If actual year-end results differ materially from our estimates, the amount of bonus expense recorded in a particular quarter could be significantly over or under estimated. The bonus accrual at the end of any given year is accurate and reflective of actual results attained and amounts to be paid.

Intangible Assets

We review our goodwill and other identifiable non-amortizable intangible assets for impairment at least annually by applying a fair-value based test using discounted estimated cash flows. Discounted future cash flows are prepared by applying a growth rate to historical revenues. Growth rates are calculated individually for each region with data derived from the U.S. Census Bureau on population growth and the U.S. Department of Labor, Bureau of Labor Statistics for historical consumer price index data. The discount rate applied to the future cash flows is derived from a Capital Asset Pricing Model which factors in an equity risk premium and a risk free rate. The review is conducted more frequently than annually if events or circumstances occur that warrant a review. Our other identifiable intangible assets primarily include the franchise value of the business unit, which is considered to have an indefinite life and not subject to amortization, but rather is included in the fair-value based testing. Impairment could occur if the operating business unit does not meet the determined fair-value testing. At such point, an impairment loss would be recognized to the extent that the carrying amount exceeds the assets fair value. We have determined that we operate as one business unit. During 2005 and 2004, we concluded that there was

no impairment. At December 31, 2005 and 2004, goodwill and other identifiable non-amortizable intangible assets totaled $311.1 million and $289.2 million, respectively.

Used Vehicle Inventory

Used vehicle inventories are stated at cost plus the cost of any equipment added, reconditioning and transportation. We select a sampling of dealerships throughout the year to perform quarterly testing of book values against market valuations utilizing the Kelly Blue Book and NADA guidelines. Used vehicle inventory values are cyclical and could experience impairment when market valuations are significantly below inventory costs. Historically, we have not experienced significant write-downs on our used vehicle inventory.

Recent Accounting Pronouncements

See Note 20 of Notes to Consolidated Financial Statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Variable Rate Debt

We use variable-rate debt to finance our new and program vehicle inventory and certain real estate holdings. The interest rates on our variable rate debt are tied to either the one or three-month LIBOR or the prime rate. These debt obligations therefore expose us to variability in interest payments due to changes in these rates. The flooring debt is based on open-ended lines of credit tied to each individual store from the various manufacturer finance companies. If interest rates increase, interest expense increases. Conversely, if interest rates decrease, interest expense decreases.

Our variable-rate flooring notes payable, variable rate mortgage notes payable and other credit line borrowings subject us to market risk exposure. At December 31, 2005, we had $627.4 million outstanding under such agreements at interest rates ranging from 5.89% to 8.43% per annum. A 10% increase in interest rates would increase annual interest expense by approximately $1.8 million, net of tax, based on amounts outstanding at December 31, 2005.

Fixed Rate Debt

The fair market value of our long-term fixed interest rate debt is subject to interest rate risk. Generally, the fair market value of fixed interest rate debt will increase as interest rates fall because we could refinance for a lower rate. Conversely, the fair value of fixed interest rate debt will decrease as interest rates rise. The interest rate changes affect the fair market value but do not impact earnings or cash flows.

Based on open market trades, we determined that our $85.0 million of long-term convertible fixed interest rate debt had a fair market value of approximately $82.6 million at December 31, 2005. In addition, at December 31, 2005, we had $115.4 million of other long-term fixed interest rate debt outstanding with maturity dates of between December 2006 and May 2022. Based on discounted cash flows, we have determined that the fair market value of this long-term fixed interest rate debt was approximately $113.1 million at December 31, 2005.

Hedging Strategies

We believe it is prudent to limit the variability of a portion of our interest payments. Accordingly, we have entered into interest rate swaps to manage the variability of our interest rate exposure, thus leveling a portion of our interest payments in a rising or falling rate environment.

We have effectively changed the variable-rate cash flow exposure on a portion of our flooring debt to fixed-rate cash flows by entering into receive-variable, pay-fixed interest rate swaps. Under the interest rate swaps, we receive variable interest rate payments and make fixed interest rate payments, thereby creating fixed rate flooring debt.

We do not enter into derivative instruments for any purpose other than to manage interest rate exposure. That is, we do not engage in interest rate speculation using derivative instruments.

As of December 31, 2005, we had outstanding the following interest rate swaps with U.S. Bank Dealer Commercial Services:

- effective January 26, 2003 a five year, $25 million interest rate swap at a fixed rate of 3.265% per annum, variable rate adjusted on the 26th of each month
- effective February 18, 2003 a five year, $25 million interest rate swap at a fixed rate of 3.30% per annum, variable rate adjusted on the 1st and 16th of each month
- effective November 18, 2003 a five year, $25 million interest rate swap at a fixed rate of 3.65% per annum, variable rate adjusted on the 1st and 16th of each month
- effective November 26, 2003 a five year, $25 million interest rate swap at a fixed rate of 3.63% per annum, variable rate adjusted on the 26th of each month
- effective March 9, 2004 a five year, $25 million interest rate swap at a fixed rate of 3.25% per annum, variable rate adjusted on the 1st and 16th of each month;
- effective March 18, 2004 a five year, $25 million interest rate swap at a fixed rate of 3.10% per annum, variable rate adjusted on the 1st and 16th of each month.

We earn interest on all of the interest rate swaps at the one-month LIBOR rate. The one-month LIBOR rate at December 31, 2005 was 4.39% per annum.

The fair value of our interest rate swap agreements represents the estimated receipts or payments that would be made to terminate the agreements. These amounts are recorded as a component of floorplan interest expense. The difference between interest earned and the interest obligation results in a monthly settlement which is also recorded as a component of floorplan interest expense.

Interest savings (additional expense), net of tax, on un-hedged debt as a result of changing interest rates, based on interest rates effective as of January 1, 2003 was approximately $(4.3) million, $(86,000) and $351,000, respectively, in 2005, 2004 and 2003. Interest expense savings, net of tax, on un-hedged debt as a result of decreasing interest rates during 2003, based on interest rates effective as of January 1, 2003 was $351,000. Interest expense, net of tax, on un-hedged debt increased during 2005 and 2004 by approximately $2.1 million and $645,000, respectively, as a result of increasing interest rates during those periods. As of December 31, 2005, approximately 45% of our total debt outstanding was subject to un-hedged variable rates of interest.

Risk Management Policies

We assess interest rate cash flow risk by continually identifying and monitoring changes in interest rate exposures that may adversely impact expected future cash flows and by evaluating hedging opportunities.

We maintain risk management control systems to monitor interest rate cash flow attributable to both our outstanding and forecasted debt obligations as well as our offsetting hedge positions. The risk management control systems involve the use of analytical techniques, including cash flow sensitivity analysis, to estimate the expected impact of changes in interest rates on our future cash flows.

Item 8. Financial Statements and Supplementary Financial Data

The financial statements and notes thereto required by this item begin on page F-1 as listed in Item 15 of Part IV of this document. Quarterly financial data for each of the eight quarters in the two-year period ended December 31, 2005 is included in Item 7.

Item 9A. Controls and Procedures

(a) Background

As discussed in Note 2 to the consolidated financial statements (included in Item 8), we have restated our previously reported financial information for the years ended 2005 through 2003 to correct an error in those financial statements relating to our derivative accounting under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. In addition, we are restating for other errors that individually were previously, and currently are, deemed to be immaterial.

During the third quarter of 2006, we, in consultation with our independent registered public accounting firm, identified that our application of, and documentation related to, the short-cut method under Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133) for our derivative instruments was incorrect. From inception of the hedging program, we applied a method of cash flow hedge accounting under SFAS No. 133 to account for the interest rate swap transactions that allowed us to assume the effectiveness of such transactions. We have determined that the prepayment clauses in the debt agreements, which had not been identified by us or by our accounting experts at implementation, disqualified us from being able to avoid periodic testing of effectiveness under SFAS no. 133. We are not permitted to retroactively apply an appropriate method of qualifying for hedge accounting treatment for these instruments and, as a result, the changes in the fair value of these derivative instruments during their term will be reflected as a net non-cash gain/loss in flooring interest expense rather than in other comprehensive income in the balance sheet. Following our discovery of the errors in the application and documentation of hedge accounting under SFAS No. 133, we initiated a comprehensive review of all of our determinations and documentation related to hedge accounting under the short cut method for our interest rate swaps, as well as our related processes and procedures.

(b) Disclosure Controls and Procedures

We initially evaluated our disclosure controls and procedures (as such term is defined under Rule 13a-15(e) of the Exchange Act) as of the end of the period covered by this report under the direction and with the participation of our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer initially concluded that our disclosure controls and procedures were effective as of December 31, 2005. In connection with the restatement described above, management concluded that we had a material weakness in our internal control over financial reporting relating to our accounting for derivative financial instruments under SFAS No. 133.

In connection with the aforementioned restatement of financial statements, under the direction of our Chief Executive Officer and Chief Financial Officer, we reevaluated our disclosure controls and procedures. As discussed in Management s Annual Report on Internal Control Over Financial Reporting (as restated) (Item 9A (c)), we identified a material weakness in internal control over financial reporting with respect to hedge accounting for interest rate swaps.

As a result of this material weakness, we concluded that our disclosure controls and procedures were not effective as of December 31, 2005.

(c) Management s Annual Report on Internal Control Over Financial Reporting (as restated)

The management of Lithia Motors, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process

designed by, or under the supervision of, the Company s principal executive and principal financial officers and effected by the Company s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

A material weakness is a significant deficiency (within the meaning of PCAOB Auditing Standard No. 2), or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

With the participation of the Chief Executive Officer and the Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2005, based on the framework and criteria established in Internal Control Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In the Company s Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 8, 2006, management concluded that our internal control over financial reporting was effective as of December 31, 2005. However, we subsequently determined that we needed to restate certain of our previously issued financial statements. As a result of such financial statement restatement, management reassessed the Company s internal control over financial reporting using the COSO criteria and identified the following material weakness in internal control over financial reporting with respect to accounting for interest rate swaps as of December 31, 2005: We lacked adequate technical expertise to ensure the proper application, at inception, of the criteria for the short-cut method within the provisions of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, for our interest rate swaps. This material weakness resulted in errors in previously issued financial statements and in our restatement of the consolidated financial statements for the years ended December 31, 2005, 2004 and 2003 and for the interim periods in 2005 and 2004.

As a result of this material weakness, our management has revised its earlier assessment and has now concluded that our internal control over financial reporting was not effective as of December 31, 2005.

The Company s independent auditor, KPMG LLP, a registered public accounting firm, has issued an audit report on our management s revised assessment of our internal control over financial reporting as of December 31, 2005.

(d) Remediation of Material Weakness:

To remediate the material weakness described above and enhance our internal control over financial reporting, subsequent to the filing of this Form 10-K/A, management will implement the following changes:

Improve training and education and understanding of hedge accounting requirements in accordance with generally accepted accounting principles for all relevant personnel involved in derivatives transactions.

Revise our documentation to qualify for hedge accounting in accordance with generally accepted accounting principles with the assistance of outside experts that have been engaged. This includes ongoing monitoring and review to ensure the continuing qualification of hedge accounting.

(e) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the above evaluation that occurred during the fiscal quarter ended December 31, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Financial Statements and Schedules

The Consolidated Financial Statements, together with the report thereon of KPMG LLP, are included on the pages indicated below:

Reports of Independent Registered Public Accounting Firm
Consolidated Balance Sheets as of December 31, 2005 and 2004 (restated)
Consolidated Statements of Operations for the years ended December 31, 2005, 2004 and 2003 (restated)
Consolidated Statements of Changes in Stockholders Equity and Comprehensive Income for the years ended December 31, 2005, 2004 and 2003 (restated)
Consolidated Statements of Cash Flows for the years ended December 31, 2005, 2004 and 2003 (restated)
Notes to Consolidated Financial Statements (restated)

There are no schedules required to be filed herewith.

Exhibits

The following exhibits are filed herewith and this list is intended to constitute the exhibit index. An asterisk (*) beside the exhibit number indicates the exhibits containing a management contract, compensatory plan or arrangement, which are required to be identified in this report.

Exhibit		Description
3.1	(a)	Restated Articles of Incorporation of Lithia Motors, Inc., as amended May 13, 1999.
3.2	(b)	Bylaws of Lithia Motors, Inc.
4.1	(b)	Specimen Common Stock certificate
4.2	(n)	Indenture dated May 4, 2004, between Lithia Motors, Inc. and U.S. Bank National Association, as Trustee, relating to 2.875% Convertible Senior Subordinated Notes due 2014.
10.1*	(b)	1996 Stock Incentive Plan
10.2*	(c)	Amendment No. 1 to the Lithia Motors, Inc. 1996 Stock Incentive Plan
10.2.1*	(b)	Form of Incentive Stock Option Agreement (1)
10.3*	(b)	Form of Non-Qualified Stock Option Agreement (1)
10.4*	(d)	1997 Non-Discretionary Stock Option Plan for Non-Employee Directors
10.5*	(l)	1998 Employee Stock Purchase Plan, as amended
10.6*	(f)	Lithia Motors, Inc. 2001 Stock Option Plan
10.6.1*	(g)	Form of Incentive Stock Option Agreement for 2001 Stock Option Plan
10.6.2*	(g)	Form of Non-Qualified Stock Option Agreement for 2001 Stock Option Plan
10.7.1*	(s)	2003 Stock Incentive Plan, as amended and restated
10.7.2*	(s)	Form of Restricted Share Grant for 2003 Stock Incentive Plan, as amended and restated
10.8*	(s)	Summary 2006 Discretionary Support Services Bonus Program
10.9	(a)	Chrysler Corporation Sales and Service Agreement General Provisions
10.9.1	(h)	Chrysler Corporation Chrysler Sales and Service Agreement, dated September 28, 1999, between Chrysler Corporation and Lithia Chrysler Plymouth Jeep Eagle, Inc. (Additional Terms and Provisions to the Sales and Service Agreements are in Exhibit 10.9) (2)
10.10	(b)	Mercury Sales and Service Agreement General Provisions
10.10.1	(e)	Supplemental Terms and Conditions agreement between Ford Motor Company and Lithia Motors, Inc. dated June 12, 1997.
10.10.2	(e)	Mercury Sales and Service Agreement, dated June 1, 1997, between Ford Motor Company and Lithia TLM, LLC dba Lithia Lincoln Mercury (general provisions are in Exhibit 10.10) (3)
10.11	(e)	Volkswagen Dealer Agreement Standard Provisions
10.11.1	(a)	Volkswagen Dealer Agreement dated September 17, 1998, between Volkswagen of America, Inc. and Lithia HPI, Inc. dba Lithia Volkswagen. (standard provisions are in Exhibit 10.11) (4)
10.12	(b)	General Motors Dealer Sales and Service Agreement Standard Provisions

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Exhibit		Description
10.12.1	(a)	Supplemental Agreement to General Motors Corporation Dealer Sales and Service Agreement dated January 16, 1998.
10.12.2	(i)	Chevrolet Dealer Sales and Service Agreement dated October 13, 1998 between General Motors Corporation, Chevrolet Motor Division and Camp Automotive, Inc. (5)
10.13	(b)	Toyota Dealer Agreement Standard Provisions
10.13.1	(a)	Toyota Dealer Agreement, between Toyota Motor Sales, USA, Inc. and Lithia Motors, Inc., dba Lithia Toyota, dated February 15, 1996. (6)
10.14	(e)	Nissan Standard Provisions
10.14.1	(a)	Nissan Public Ownership Addendum dated August 30, 1999 (identical documents executed by each Nissan store).
10.14.2	(e)	Nissan Dealer Term Sales and Service Agreement between Lithia Motors, Inc., Lithia NF, Inc., and the Nissan Division of Nissan Motor Corporation In USA dated January 2, 1998. (standard provisions are in Exhibit 10.14) (7)
10.15	(j)	Credit Agreement dated February 25, 2003 by and among Lithia Motors, Inc., DaimlerChrysler Services North America LLC, as agent, and various financial institutions that are or become parties thereto (as lenders).
10.15.1	(m)	First Amendment to Credit Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., August 12, 2003
10.15.2	(n)	Second Amendment to Credit Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., dated December 4, 2003
10.15.3	(o)	Third Amendment to Credit Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., dated June 30, 2004
10.15.4	(p)	Fourth Amendment to Credit Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., dated October 31, 2004
10.15.5	(s)	Fifth Amendment to Credit Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., dated February 15, 2006
10.15.6	(s)	Letter Agreement between DaimlerChrysler Services North America LLC, as agent, and Lithia Motors, Inc., dated April 26, 2005
10.16	(j)	Amended and Restated Loan Agreement dated December 28, 2001 between Lithia Financial Corporation, Lithia Motors, Inc., Lithia Aircraft, Inc. and Lithia SALMIR, Inc. and U.S. Bank National Association.
10.16.1	(j)	Consent, Waiver and Amendment to Amended and Restated Loan Agreement and Promissory Note dated January 31, 2003 between Lithia Financial Corporation, Lithia Motors, Inc., and Lithia Aircraft, Inc. and U.S. Bank National Association.
10.16.2	(k)	Second Amendment to Amended and Restated Loan Agreement, dated April 2, 2003, between Lithia Financial Corporation, Lithia Motors, Inc., and Lithia Aircraft, Inc. and U.S. Bank National Association
10.16.3	(m)	Third Amendment to Amended and Restated Loan Agreement dated as of February 6, 2004 between Lithia Financial Corporation, Lithia Motors, Inc. and Lithia Aircraft, Inc. and U.S. Bank National Association.

Exhibit		Description
10.16.4	(p)	Fourth Amendment to Amended and Restated Loan Agreement dated December 22, 2004 between Lithia Financial Corporation, Lithia Motors, Inc. and Lithia Aircraft, Inc. and U.S. Bank National Association.
10.16.5	(q)	Fifth Amendment to Amended and Restated Loan Agreement and Amendment to Promissory Notes.
10.17	(j)	Amended and Restated Revolving Loan and Security Agreement dated May 10, 2002 between Toyota Motor Credit Corporation and Lithia Real Estate, Inc.
10.17.1	(l)	Modification No. 1 dated June 16, 2003 to Amended and Restated Revolving Loan and Security Agreement and Notes Secured by Deed of Trust.
10.17.2	(n)	Modification No. 2 dated November 1, 2003 to Amended and Restated Revolving Loan and Security Agreement and Notes Secured by Deed of Trust.
10.17.3	(n)	Modification No. 3 dated February 20, 2004 to Amended and Restated Revolving Loan and Security Agreement and Notes Secured by Deed of Trust.
10.18	(a)	Lease Agreement between CAR LIT, L.L.C. and Lithia Real Estate, Inc. relating to properties in Medford, Oregon.(8)
10.19	(r)	Summary of 2005 Director Compensation Plan
10.20	(s)	Form of Outside Director Nonqualified Deferred Compensation Agreement
21	(s)	Subsidiaries of Lithia Motors, Inc.
23		Consent of KPMG LLP, Independent Registered Public Accounting Firm
31.1		Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
31.2		Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
32.1		Certification of Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.
32.2		Certification of Chief Financial Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.

(a) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 1999 as filed with the Securities and Exchange Commission on March 30, 2000.
(b) Incorporated by reference from the Company s Registration Statement on Form S-1, Registration Statement No. 333-14031, as declared effective by the Securities Exchange Commission on December 18, 1996.
(c) Incorporated by reference from the Company s Form 10-Q for the quarter ended June 30, 1998 as filed with the Securities and Exchange Commission on August 13, 1998.
(d) Incorporated by reference from the Company s Registration Statement on Form S-8, Registration Statement No. 333-45553, as filed with the Securities Exchange Commission on February 4, 1998.
(e) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 1997 as filed with the Securities and Exchange Commission on March 31, 1998.
(f) Incorporated by reference from Appendix B to the Company s Proxy Statement for its 2001 Annual Meeting as filed with the Securities and Exchange Commission on May 8, 2001.
(g) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 2001 as filed with the Securities and Exchange Commission on February 22, 2002.
(h) Incorporated by reference from the Company s Form 10-Q for the quarter ended September 30, 2001 as filed with the Securities and Exchange Commission on November 14, 2001.
(i) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 1998 as filed with the Securities and Exchange Commission on March 31, 1999.
(j) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 2002 as filed with the Securities and Exchange Commission on March 31, 2003.
(k) Incorporated by reference from the Company s Form 10-Q for the quarter ended March 31, 2003 as filed with the Securities and Exchange Commission on May 15, 2003.
(l) Incorporated by reference from the Company s Form 10-Q for the quarter ended June 30, 2003 as filed with the Securities and Exchange Commission on August 14, 2003.
(m) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 2003 as filed with the Securities and Exchange Commission on March 15, 2004.
(n) Incorporated by reference from the Company s Form 10-Q for the quarter ended March 31, 2004 as filed with the Securities and Exchange Commission on May 10, 2004.
(o) Incorporated by reference from the Company s Form 10-Q for the quarter ended June 30, 2004 as filed with the Securities and Exchange Commission on August 6, 2004.
(p) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 2004 as filed with the Securities and Exchange Commission on March 15, 2005.
(q) Incorporated by reference from the Company s Form 10-Q for the quarter ended June 30, 2005 as filed with the Securities and Exchange Commission on August 9, 2005.
(r) Incorporated by reference from the Company s Form 8-K filed February 23, 2005.
(s) Incorporated by reference from the Company s Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission on March 8, 2006.

(1) The board of directors adopted the new stock option agreement forms when it adopted the 2001 Stock Option Plan; and, although no longer being used to grant new stock options, these option agreements remain in effect as there are outstanding stock options issued under these stock option agreements.
(2) Substantially identical agreements exist between DaimlerChrysler Motor Company, LLC and those other subsidiaries operating Dodge, Chrysler, Plymouth or Jeep dealerships.
(3) Substantially identical agreements exist for its Ford and Lincoln-Mercury lines between Ford Motor Company and those other subsidiaries operating Ford or Lincoln-Mercury dealerships.
(4) Substantially identical agreements exist between Volkswagen of America, Inc. and those subsidiaries operating Volkswagen dealerships.
(5) Substantially identical agreements exist between Chevrolet Motor Division, GM Corporation and those other subsidiaries operating General Motors dealerships.
(6) Substantially identical agreements exist (except the terms are all 2 years) between Toyota Motor Sales, USA, Inc. and those other subsidiaries operating Toyota dealerships.
(7) Substantially identical agreements exist between Nissan Motor Corporation and those other subsidiaries operating Nissan dealerships.
(8) Lithia Real Estate, Inc. leases all the property in Medford, Oregon sold to CAR LIT, LLC under substantially identical leases covering six separate blocks of property.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 15, 2006

LITHIA MOTORS, INC.

By /s/ JEFFREY B. DEBOER
Jeffrey B. DeBoer
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

By /s/ LINDA A. GANIM
Linda A. Ganim
Vice President and Chief Accounting Officer
(Principal Accounting Officer)

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Lithia Motors, Inc. and subsidiaries:

We have audited the accompanying consolidated balance sheets of Lithia Motors, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, changes in stockholders equity and comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2005. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lithia Motors, Inc. and subsidiaries as of December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, the Company has restated its consolidated balance sheets as of December 31, 2005 and December 31, 2004 and the related consolidated statements of operations, changed in stockholders equity and comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2005.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Lithia Motors, Inc. s internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*, and our report dated March 3, 2006, except as to the sixth and seventh paragraphs of Management s Annual Report on Internal Control Over Financial Reporting (as restated), which is as of December 15, 2006, expressed an unqualified opinion on management s restated assessment of, and an adverse opinion on the effective operation of, internal control over financial reporting as of December 31, 2005.

/s/ KPMG LLP

Portland, Oregon
March 3, 2006, except as to note 2, which is as of December 15, 2006

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Lithia Motors, Inc. and Subsidiaries:

We have audited management s restated assessment, included in the accompanying Management s Annual Report on Internal Control over Financial Reporting (as restated) (Item 9A(c)), that Lithia Motors, Inc. did not maintain effective internal control over financial reporting as of December 31, 2005, because of the effect of the material weakness identified in management s restated assessment, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Lithia Motors, Inc. s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management s assessment and an opinion on the effectiveness of Lithia Motors, Inc. s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management s assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weakness has been identified and included in management s restated assessment as of December 31, 2005: The Company lacked adequate technical

expertise to ensure the proper application, at inception, of the criteria for the short-cut method within the provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities,* for its interest rate swaps. This material weakness resulted in errors in previously issued financial statements and in the Company s restatement of the financial statements for the years ended December 31, 2005, 2004 and 2003 and for the interim periods in 2005 and 2004.

As stated in the seventh paragraph of Management s Annual Report on Internal Control over Financial Reporting (as restated), management s assessment of the effectiveness of Lithia Motors, Inc. internal control over financial reporting as of December 31, 2005 has been restated to reflect the impact of the aforementioned material weakness in internal control over financial reporting.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Lithia Motors, Inc. as of December 31, 2005 and 2004, and the related statements of operations, changes in stockholder s equity and comprehensive income and cash flows for each of the years in the three-year period ended December 31, 2005. The aforementioned material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2005 consolidated financial statements (as restated) and this report does not affect our report dated March 3, 2006, except as to the restatement discussed in note 2, which is as of December 15, 2006, which expressed an unqualified opinion on those consolidated financial statements (as restated).

In our opinion, management s restated assessment that Lithia Motors, Inc. did not maintain effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on criteria established in *Internal Control - Integrated Framework* issued by COSO. Also, in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Lithia Motors, Inc. did not maintain effective internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

/s/KPMG LLP

Portland, Oregon

March 3, 2006, except as to the sixth and seventh paragraphs of Management s Annual Report on Internal Control over Financial Reporting (as restated), which are as of December 15, 2006

LITHIA MOTORS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands)

	December 31, 2005 (Restated)	2004 (Restated)
Assets		
Current Assets:		
Cash and cash equivalents	$ 48,566	$ 28,869
Contracts in transit	52,453	42,913
Trade receivables, net of allowance for doubtful accounts of $406 and $436	53,990	42,045
Inventories, net	606,047	535,347
Vehicles leased to others, current portion	6,296	5,494
Prepaid expenses and other	8,800	6,888
Deferred income taxes	685	
Assets held for sale	27,411	135
Total Current Assets	804,248	661,691
Land and buildings, net of accumulated depreciation of $11,358 and $8,110	255,372	226,356
Equipment and other, net of accumulated depreciation of $31,622 and $25,922	77,805	73,275
Goodwill	260,899	244,532
Other intangible assets, net of accumulated amortization of $89 and $63	50,247	44,649
Other non-current assets	4,143	5,217
Total Assets	$ 1,452,714	$ 1,255,720
Liabilities and Stockholders Equity		
Current Liabilities:		
Floorplan notes payable	$ 476,322	$ 400,084
Floorplan notes payable: non-trade	54,130	50,776
Current maturities of long-term debt	6,868	6,565
Trade payables	30,917	26,800
Accrued liabilities	57,177	51,579
Liabilities held for sale	22,388	
Deferred income taxes		1,610
Total Current Liabilities	647,802	537,414
Real estate debt, less current maturities	154,046	139,702
Other long-term debt, less current maturities	136,505	127,608
Other long-term liabilities	10,440	10,611
Deferred income taxes	43,690	35,139
Total Liabilities	992,483	850,474
Stockholders Equity:		
Preferred stock - no par value; authorized 15,000 shares; none outstanding		
Class A common stock - no par value; authorized 100,000 shares; issued and outstanding 15,629 and 15,142	224,775	215,335
Class B common stock - no par value authorized 25,000 shares; issued and outstanding 3,762 and 3,762	468	468
Additional paid-in capital	2,559	1,811
Unearned compensation	(1,132)	
Retained earnings	233,561	187,632
Total Stockholders Equity	460,231	405,246
Total Liabilities and Stockholders Equity	$ 1,452,714	$ 1,255,720

See accompanying notes to consolidated financial statements

LITHIA MOTORS, INC. AND SUBSIDIARIES
Consolidated Statments of Operations
(In thousands, except per share amounts)

	Year Ended December 31, 2005 (Restated)	2004 (Restated)	2003 (Restated)
Revenues:			
New vehicle sales	$ 1,676,607	$ 1,541,102	$ 1,407,874
Used vehicle sales	816,963	736,694	717,474
Finance and insurance	109,408	96,990	85,845
Service, body and parts	309,494	280,894	244,858
Fleet and other	22,947	7,680	6,539
Total revenues	2,935,419	2,663,360	2,462,590
Cost of sales	2,429,814	2,215,143	2,068,615
Gross profit	505,605	448,217	393,975
Selling, general and administrative	370,991	338,256	307,514
Depreciation - buildings	3,690	2,716	2,057
Depreciation and amortization - other	10,544	10,034	7,418
Operating income from continuing operations	120,380	97,211	76,986
Other income (expense):			
Floorplan interest expense	(18,533)	(12,517)	(12,065)
Other interest expense	(12,030)	(8,873)	(6,055)
Other income, net	1,178	919	1,094
	(29,385)	(20,471)	(17,026)
Income from continuing operations before income taxes	90,995	76,740	59,960
Income taxes	(35,375)	(29,725)	(23,816)
Income before discontinued operations	55,620	47,015	36,144
Loss from discontinued operations, net of income tax benefit of $1,307, $886 and $178	(1,993)	(1,403)	(269)
Net income	$ 53,627	$ 45,612	$ 35,875
Basic income per share from continuing operations	$ 2.90	$ 2.50	$ 1.98
Basic loss per share from discontinued operations	(0.10)	(0.07)	(0.02)
Basic net income per share	$ 2.80	$ 2.43	$ 1.96
Shares used in basic per share calculations	19,175	18,773	18,289
Diluted income per share from continuing operations	$ 2.64	$ 2.34	$ 1.95
Diluted loss per share from discontinued operations	(0.10)	(0.07)	(0.02)
Diluted net income per share	$ 2.54	$ 2.27	$ 1.93
Shares used in diluted per share calculations	21,807	20,647	18,546

See accompanying notes to consolidated financial statements

LITHIA MOTORS, INC. AND SUBSIDIARIES
Consolidated Statments of Changes in Stockholders Equity and Comprehensive Income
For the years ended December 31, 2003, 2004 and 2005
(In thousands, except share data)

Common Stock								
Class A Shares	Amount	Class B Shares	Amount	Additional Paid In Capital	Unearned Compensation	Accumulated Other Compre-hensive Income (Loss)	Retained Earnings	Total Stockholders Equity