SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Asbury Automotive Group, Inc.

(Name of Issuer)

Common Stock (par value \$.01 per share)

(Title of Class of Securities)

043436104

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[_] Rule 13d-1(b)

[_] Rule 13d-1(c)

[X] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 043430	5104	13G		
1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	ASBURY AUTOMOTIVE HOLDI	NGS L.L.C.		
2.	CHECK THE APPROPRIATE BOX	IF A MEMBE	R OF A GROUP	
			(a) [x]	
			(b) []	
3.	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORG	ANIZATION		
	Delaware			
	Delaware	5.	SOLE VOTING POWER	
			0	
		6.	SHARED VOTING POWER	
	ARES BENEFICIALLY OWNED BY			
EACI	H REPORTING PERSON WITH		24,693,802	
	WIIH	7.	SOLE DISPOSITIVE POWER	
		8.	17,550,743 SHARED DISPOSITIVE POWER	
		0.		
9.	AGGREGATE AMOUNT BENEFIC	CIALLY OWNE	D BY EACH REPORTING PERSON	
	17,550,743			
10.	CHECK BOX IF THE AGGREGATI	E AMOUNT IN	ROW (9) EXCLUDES CERTAIN SHARES	
	7,143,059*		[x]	
11.	PERCENT OF CLASS REPRESENT	FED BY AMO	JNT IN ROW (9)	
	53.9%			
12.	TYPE OF REPORTING PERSON			
	СО			

*Asbury Automotive Holdings L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP N	IO. 043436104	13G		
1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PER RIPPLEWOOD PARTNERS L.P.	SON		
2.	CHECK THE APPROPRIATE BOX IF A MEM	BER OF A GRO	UP	
			(a) [X]	
			(b) []	
3.	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATIO	N		
	Delaware			
		5.	SOLE VOTING POWER	
		6	0 SHARED VOTING POWER	
		6.	SHARED VOTING POWER	
NU	JMBER OF SHARES BENEFICIALLY OWNED BY		24,693,802	
	EACH REPORTING PERSON	7.	SOLE DISPOSITIVE POWER	
	WITH	/.	SOLE DISPOSITIVE POWER	
			8,954,900	
		8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT BENEFICIALLY OW	NED BY EACH	I REPORTING PERSON	
	8,954,900			
10.	CHECK BOX IF THE AGGREGATE AMOUN		XCI LIDES CERTAIN SHARES	
10.		1 11 110 11 (0) 2		
	15,738,902*			
11.	PERCENT OF CLASS REPRESENTED BY AN	IOUNT IN ROV	V (9)	
	27.5%			
12.	TYPE OF REPORTING PERSON			
12.	THE OF REFORTING LEASON			
	PN			
* Ripplev		f the membershir	n interests of Ashury Automotive Holdings I. I. C. Rinnlewood Partners I. F	expressly disclaims beneficial ownership of the shares of Asbury Automotive

* Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Partners L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO. 043436104		13G
1. NAME OF REPORTING	PERSON	
I.R.S. IDENTIFICATION	NO. OF ABOVE PERSON	
COLLINS FAMILY PAR		
2. CHECK THE APPROPRI	IATE BOX IF A MEMBER OF A GROUP	
	(a) [x]	
	(b) []	
3. SEC USE ONLY		
4 CITIZENSHIP OR PLACE	E OF ORGANIZATION	
Delaware		
	5. SOLE VOTING POWER	
	0	
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		
OWNED BY EACH REPORTING PERSON	24,693,802	
WITH	7. SOLE DISPOSITIVE POWER	
	0	
	8. SHARED DISPOSITIVE POWER	
	0	
9. AGGREGATE AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PERSON	
8,954,900		
10. CHECK BOX IF THE AG	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
15,738,902* [x] 11. PERCENT OF CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)	
II. PERCENT OF CLASS RE	EPRESENTED BT AMOUNT IN ROW (9)	
27.5%		
12. TYPE OF REPORTING P	PERSON	
PN		

* Collins Family Partners could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Collins Family Partners expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO.	043436104	13G		
1.	NAME OF REPORTING F I.R.S. IDENTIFICATION I	NO. OF ABO	VE PERSON	
-	TIMOTHY C. COLLINS			
2.	CHECK THE APPROPRIA	ATE BOX IF	A MEMBER OF A GROUP	
			(a) [x]	
			(b) []	
3.	SEC USE ONLY CITIZENSHIP OR PLACE	OFORCAN		
4	CITIZENSHIP OR PLACE	OF ORGAN	IZATION	
	USA			
	0011	5.	SOLE VOTING POWER	
			0	
NUMBE	R OF SHARES BENEFICIALLY	6.	SHARED VOTING POWER	
Rembl	OWNED BY			
EA	CH REPORTING PERSON	_	24,693,802	
	WITH	7.	SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER	
		0.	SIMILED DISPOSITIVE FOWER	
			0	
9.	AGGREGATE AMOUNT	BENEFICIA	LY OWNED BY EACH REPORTING PERSON	
	8,954,900			
10.	CHECK BOX IF THE AG	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	15,738,902*		[x]	
11.	PERCENT OF CLASS RE	PRESENTEL	BY AMOUNT IN ROW (9)	
	27 50/			
12.	27.5% TYPE OF REPORTING PI	PSON		
14.		510011		
	IN			

* Timothy C. Collins could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Timothy C. Collins expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of his pecuniary interest therein.

CUSIP NO. 043436104				13G	
	E OF REPORTING P IDENTIFICATION N		'E PERSON		
C.V. N	ALLEY, III				
2. CHEC	K THE APPROPRIA	TE BOX IF A	MEMBER OF A GROUP		
			(a) [x]		
			(b) []		
	JSE ONLY				
4 CITIZ	ENSHIP OR PLACE	OF ORGAN	ZATION		
Georg	ia				
Georg	ia.	5.	SOLE VOTING POWER		
			0		
		6.	SHARED VOTING POWER		
NUMBER OF SHAR					
OWNE EACH REPORT		7	24,693,802 SOLE DISPOSITIVE POWER		
EACH REPORT		7.	SOLE DISPOSITIVE POWER		
			1,360,759		
		8.	SHARED DISPOSITIVE POWER		
			0		
9. AGGF	REGATE AMOUNT	BENEFICIAL	LY OWNED BY EACH REPORTING PERSON		
1,360, 10. CHEC		PECATE AN	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
IU. CHEC	IN DOA IF THE AGO	JILLOATLA	IOONT IN NOW (J) EXCEODES CENTAIN SHAKES		
23,333	2 043*			[x]	
		PRESENTED	BY AMOUNT IN ROW (9)	[A]	
4.2%					
12. TYPE	OF REPORTING PE	ERSON			
CO					

* C.V. Nalley III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

	XTING PERSON	
I.R.S. IDENTIF	ATION NO. OF ABOVE PERSON	
THOMAS F. M		
2. CHECK THE A	ROPRIATE BOX IF A MEMBER OF A GROUP	
3. SEC USE ONLY	(b) []	
	PLACE OF ORGANIZATION	
USA		
	5. SOLE VOTING POWER	
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEF		
OWNED BY	24,693,802	
EACH REPORTING PERS	N 7. SOLE DISPOSITIVE POWER	
WITH		
	454,114 8. SHARED DISPOSITIVE POWER	
	o. SRAKED DISPOSITIVE POWER	
	0	
9. AGGREGATE	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
454,114 10. CHECK BOX II	'HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10. CHECK BOX I	IL AGREGAL AMOUNT IN NOW (5) EACLODES CENTRIC STARLS	
24,239,688*	[x]	
	ASS REPRESENTED BY AMOUNT IN ROW (9)	
1.4% 12. TYPE OF REPO	TING DEDSON	
IN		
* Theorem F. M. Lewis, III community of	laims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.	
i nomas r. wiccarty, ili expressiy d	ams beneficial ownership of the shares of Asbury Automotive Group, inc. beneficiary owned by an other parties to the Shareholders Agreement Identified in Item 8 below.	

13G

* Luther Coggin expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104			13G
	ORTING PERSON CATION NO. OF AE	OVE PERSON	
CHARLIE (C.I	3.) TOMM AND ANI	TA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES	
2. CHECK THE A	PPROPRIATE BOX I	F A MEMBER OF A GROUP	
		(a) [x]	
		(b) []	
3. SEC USE ONLY		NIGATION	
4 CITIZENSHIP	OR PLACE OF ORGA	INIZATION	
USA			
	5.	SOLE VOTING POWER	
	<u></u>	0 SHARED VOTING POWER	
NUMBED OF CUMPEC DENIES	6.	SHARED VOTING POWER	
NUMBER OF SHARES BENEF	CIALLY	24,693,802	
EACH REPORTING PERS	ON 7.	SOLE DISPOSITIVE POWER	
WITH			
		358,929	
	8.	SHARED DISPOSITIVE POWER	
		0	
9. AGGREGATE A	MOUNT BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	
358,929			
10. CHECK BOX II	THE AGGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
24,334,873*		[x]	
11. PERCENT OF C	CLASS REPRESENT	ED BY AMOUNT IN ROW (9)	
1.1%			
	RTING PERSON		
00			

* Charlie (C.B.) Tomm and Anita DeSaussure Tomm, Tenants by the Entireties, expressly disclaim beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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CUSIP NO. 043436104					13G
	ME OF REPORTING 5. IDENTIFICATION		VE PERSON		
IOF	IN R. CAPPS				
		ATE BOX IF A	A MEMBER OF A GROUP		
			(a) [x]		
			(b) []		
	USE ONLY				
4 CIT	ZENSHIP OR PLAC	E OF ORGAN	IZATION		
USA					
03/		5.	SOLE VOTING POWER		
			0		
		6.	SHARED VOTING POWER		
NUMBER OF SHAR			0.4 (00.000		
OWNE EACH REPORT		7.	24,693,802 SOLE DISPOSITIVE POWER		
WI		/.	JOLE DISTOSITIVE TOWER		
			414,200		
		8.	SHARED DISPOSITIVE POWER		
0	CDECATE AMOUNT	DENERICIAI	0 LY OWNED BY EACH REPORTING PERSON		
9. AGO	JREGALE AMOUNT	BENEFICIAL	LY OWNED BY EACH REPORTING PERSON		
414,	200				
		GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	3	
	79,602*		[x]		
11. PER	CENT OF CLASS RE	PRESENTED	BY AMOUNT IN ROW (9)		
1.3%	% PE OF REPORTING P	FRSON			
12. 111	E OF REFORTING F	LIGON			
IN					

* John R. Capps expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104	13G	
1. NAME OF REPORTING P I.R.S. IDENTIFICATION N		
JIW ENTERPRISES IRR	REVOCABLE TRUST OF 2004	
	ATE BOX IF A MEMBER OF A GROUP	
	(a) [x]	
	(b) []	
3. SEC USE ONLY		
4 CITIZENSHIP OR PLACE	E OF ORGANIZATION	
USA		
	5. SOLE VOTING POWER	
	0 6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		
OWNED BY	24,693,802	
EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	
	1,280,037	
	8. SHARED DISPOSITIVE POWER	
	0	
9. AGGREGATE AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,280,037		
	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
23,413,765*	[x]	
11. PERCENT OF CLASS REF	EPRESENTED BY AMOUNT IN ROW (9)	
3.9%		
12. TYPE OF REPORTING PE	ERSON	
00		

* JJW Enterprises Irrevocable Trust of 2004 expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSI	P NO. 043436104		13G
1.	NAME OF REPORTING	GPERSON	
	I.R.S. IDENTIFICATION	N NO. OF ABOVE PERSON	
	JIW FUND I, LLC		
2.	CHECK THE APPROPRI	RIATE BOX IF A MEMBER OF A GROUP	
		(a) [x]	
		(b) []	
3.	SEC USE ONLY		
4	CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
	USA		
		5. SOLE VOTING POWER	
		0	
		6. SHARED VOTING POWER	
NU	UMBER OF SHARES BENEFICIALLY		
	OWNED BY	24,693,802	
	EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	
	WIIII	117,554	
		8. SHARED DISPOSITIVE POWER	
		0. SHARED DISI OSHTVETOWER	
		0	
9.	AGGREGATE AMOUNT	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10.	117,554	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10.	CHECK BOX IF THE AC	GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	24,576,248*	[x]	
11.	PERCENT OF CLASS R	REPRESENTED BY AMOUNT IN ROW (9)	
	0.4%		
12.	TYPE OF REPORTING F	PERSON	
	00		
	00		

* JIW Fund I, LLC expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104	13G
1. NAME OF REPORTING	PERSON NO. OF ABOVE PERSON
DMCD AUTOS IRVING 2. CHECK THE APPROPRI	, INC. ATE BOX IF A MEMBER OF A GROUP
2. CHECK THE APPROPRI	(a) [x]
	(a) [A] (b) []
3. SEC USE ONLY	
4 CITIZENSHIP OR PLAC	E OF ORGANIZATION
Texas	
	5. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	24,693,802
EACH REPORTING PERSON	7. SOLE DISPOSITIVE POWER
WITH	
	754,867
	8. SHARED DISPOSITIVE POWER
	0
9. AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
754,867	
	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
23,938,935*	[x]
11. PERCENT OF CLASS RE	EPRESENTED BY AMOUNT IN ROW (9)
2.3%	
12. TYPE OF REPORTING F	ERSON
CO	
* DMCD Autos Irving, Inc. expressly disclaims	beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104				13G
	REPORTING PE TIFICATION NO	ERSON O. OF ABOVE PERSON		
DMCD AUT	TOS HOUSTON	N. INC.		
		TE BOX IF A MEMBER OF	A GROUP	
			(a) [x]	
			(b) []	
3. SEC USE OF		OF OPCANIZATION		
4 CITIZENSH	IIP OR PLACE (OF ORGANIZATION		
Texas				
		5. SOLE V	OTING POWER	
			0 D VOTING POWER	
NUMBER OF SHARES BEN		0. SHARE	O VOTING POWER	
NUMBER OF SHARES BEN OWNED BY	NEFICIALLY	24,693,8	12	
EACH REPORTING PE	ERSON		SPOSITIVE POWER	
WITH				
		320,226		
		8. SHAREI	DISPOSITIVE POWER	
			n	
9. AGGREGAT	TE AMOUNT B		EACH REPORTING PERSON	
320,226				
10. CHECK BO	X IF THE AGG	REGATE AMOUNT IN ROV	V (9) EXCLUDES CERTAIN SHARES	
24,373,576*			[]	
		RESENTED BY AMOUNT	[x]	
II. TERCENTC	SI GENOS KEI	ALSENTED DI AMOUNT		
1.0%				
12. TYPE OF RE	EPORTING PEF	RSON		
60				
CO				

* DMCD Autos Houston, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104		13G
1. NAME OF REPORTING I.R.S. IDENTIFICATION	NG PERSON DN NO. OF ABOVE PERSON	
CHILDS & ASSOCIAT	ATES INC.	
	PRIATE BOX IF A MEMBER OF A GROUP	
	(a) [x]	
	(b) []	
3. SEC USE ONLY		
4 CITIZENSHIP OR PLAC	ACE OF ORGANIZATION	
North Carolina		
North Carolina	5. SOLE VOTING POWER	
	5. Sole (officiency)	
	0	
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY		
OWNED BY	24,693,802	
EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	
******	94,930	
	8. SHARED DISPOSITIVE POWER	
	0	
9. AGGREGATE AMOUNT	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
94,930 10. CHECK BOX IF THE AG	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10. CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (5) EXCLUDES CERTAIN SHARES	
24,598,872*	[x]	
	REPRESENTED BY AMOUNT IN ROW (9)	
0.3%		
12. TYPE OF REPORTING	G PERSON	
со		

* Childs & Associates Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436	104				13G
	NAME OF REPORTING F I.R.S. IDENTIFICATION I		RSON		
	ROBERT E. GRAY				
2.	CHECK THE APPROPRIA	ATE BOX IF A MEI	MBER OF A GROUP		
				(a) [x]	
2	07.0 1107 01111		((b) []	
3.	SEC USE ONLY CITIZENSHIP OR PLACE		ON		
4	CITIZENSHIP OR PLACE	COF ORGANIZATI	ON		
	USA				
		5.	SOLE VOTING POWER		
		-	0		
		6.	SHARED VOTING POWER		
	HARES BENEFICIALLY WNED BY		24,693,802		
	PORTING PERSON	7.	SOLE DISPOSITIVE POWER		
Entern RE	WITH	7.	JOLE DISTOSITIVE TOWER		
			329,378		
		8.	SHARED DISPOSITIVE POWER		
-			0		
9.	AGGREGATE AMOUNT	BENEFICIALLY O	WNED BY EACH REPORTING PER	ISON	
	329,378				
10.		GREGATE AMOUI	NT IN ROW (9) EXCLUDES CERTAI	IN SHARES	
	24,364,424*		[x]		
11.	PERCENT OF CLASS RE	PRESENTED BY A	MOUNT IN ROW (9)		
	1.0% TYPE OF REPORTING PE	TRON			
12.	I I FE OF REPORTING PI	LINGUIN			
	IN				

* Robert E. Gray expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104			13G
1. NAME OF REPORTIN	G PERSON		
I.R.S. IDENTIFICATIO		NE DEDSON	
i.i.o. ibely informed	11110. OF 11D		
THOMAS G. MCCOI	LUM		
2. CHECK THE APPROP	RIATE BOX IF	A MEMBER OF A GROUP	
		(a) [x]	
		(b) []	
3. SEC USE ONLY		(-) ()	
4 CITIZENSHIP OR PLA	CE OF ORGA	NIZATION	
USA			
	5.	SOLE VOTING POWER	
		0	
	6.	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALL	Y		
OWNED BY		24,693,802	
EACH REPORTING PERSON	7.	SOLE DISPOSITIVE POWER	
WITH			
		55,830	
	8.	SHARED DISPOSITIVE POWER	
		0	
9. AGGREGATE AMOU	NT BENEFICIA	LLY OWNED BY EACH REPORTING PERSON	
55,830	CORROLER		
10. CHECK BOX IF THE	AGGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
24,637,972*		[x]	
11. PERCENT OF CLASS	REPRESENTE	D BY AMOUNT IN ROW (9)	
0.2%	PERCON		
12. TYPE OF REPORTING	PERSON		
IN			

* Thomas G. McCollum expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104					13G		
	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
в	JDDY HUTCHINSON	CARS, INC.					
2. CI	HECK THE APPROPRIA	ATE BOX IF A MEN	IBER OF A GROUP				
			(a) [x]				
2	CLIEF CNUX		(b) []				
	C USE ONLY TIZENSHIP OR PLACE						
4 01	TIZENSTIF OK FLACE	OF OKGANIZAIT	5N				
Fl	orida						
		5.	SOLE VOTING POWER				
		6.	0 SHARED VOTING POWER				
NUMPED OF SUA	RES BENEFICIALLY	0.	SHARED VOTING FOWER				
	VED BY		24,693,802				
	RTING PERSON	7.	SOLE DISPOSITIVE POWER				
W	/ITH						
			120,369				
		8.	SHARED DISPOSITIVE POWER				
			0				
9. A0	GGREGATE AMOUNT	BENEFICIALLY O	WNED BY EACH REPORTING PERSON				
	0,369			-			
10. CH	IECK BOX IF THE AGO	GREGATE AMOUN	T IN ROW (9) EXCLUDES CERTAIN SHARE	8			
24	,573,433*		[x]				
	RCENT OF CLASS REI	PRESENTED BY A					
	1%						
12. TY	PE OF REPORTING PE	ERSON					
C	.						
	,						

* Buddy Hutchinson Cars, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104		13G
1. NAME OF REPORTING I.R.S. IDENTIFICATION	G PERSON N NO. OF ABOVE PERSON	
SLT/TAG INC.		
	RIATE BOX IF A MEMBER OF A GROUP	
	(a) [x]	
	(b) []	
3. SEC USE ONLY		
4 CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
Oregon		
Oregoli	5. SOLE VOTING POWER	
	0	
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY	Y	
OWNED BY	24,693,802	
EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	
	1,077,319	
	8. SHARED DISPOSITIVE POWER	
	0	
9. AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,077,319		
10. CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
23,616,483*		
	[x] REPRESENTED BY AMOUNT IN ROW (9)	
II. FERCENT OF CLASS F	KERKESENTED BT AMOUNT IN KOW (5)	
3.3%		
12. TYPE OF REPORTING	PERSON	
CO		
* SLT/TAG Inc. expressly disclaims beneficia	al ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all othe	r parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 04343	5104			13G
1.	NAME OF REPORTING I I.R.S. IDENTIFICATION		E PERSON	
	NOEL E. DANIELS			
2.	CHECK THE APPROPRI	ATE BOX IF A	MEMBER OF A GROUP	
			(a) [x]	
			(b) []	
3.	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	E OF ORGANIZ	ZATION	
	USA			
	0011	5.	SOLE VOTING POWER	
			0	
		6.	SHARED VOTING POWER	
	SHARES BENEFICIALLY			
	OWNED BY EPORTING PERSON	7.	24,693,802 SOLE DISPOSITIVE POWER	
LACIT	WITH	7.	SOLE DISPOSITIVE POWER	
			38,750	
		8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT	BENEFICIALL	Y OWNED BY EACH REPORTING PERSON	
10.	38,750	CDECATE AM	OUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
10.	CHECK BOX IF THE AG	GREGALE AM	OUNT IN NOW (5) EXCLUDES CERTAIN SHARES	
	24,655,052*		[x]	
11.		PRESENTED F	BY AMOUNT IN ROW (9)	
	0.1%			
12.	TYPE OF REPORTING P	ERSON		
	IN			

* Noel E. Daniels expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436	104	13G				
1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	NANCY D. NOBLE					
2.	CHECK THE APPROPRI	ATE BOX IF	A MEMBER OF A GROUP			
			(a) [x]			
			(b) []			
3.	SEC USE ONLY CITIZENSHIP OR PLAC		MIZ ATION			
4	CITIZENSIIIF OK FEAC	L OF OKGAI	NIZATION			
	USA					
		5.	SOLE VOTING POWER			
			•			
		6.	0 SHARED VOTING POWER			
NUMBER OF	HARES BENEFICIALLY	0.	SHARED VOTING FOWER			
	WNED BY		24,693,802			
EACH RI	PORTING PERSON	7.	SOLE DISPOSITIVE POWER			
	WITH					
		8.	43,456 SHARED DISPOSITIVE POWER			
		8.	SHARED DISPOSITIVE POWER			
			0			
9.	AGGREGATE AMOUNT	BENEFICIA	LLY OWNED BY EACH REPORTING PERSON			
10.	43,456	CDECATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
10.	CHECK BOX IF THE AG	GREGALE F	INOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	24,650,346*		[x]			
11.		PRESENTE	D BY AMOUNT IN ROW (9)			
	0.1%					
12.	TYPE OF REPORTING P	ERSON				
	IN					

* Nancy D. Noble expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104			13G
1. NAME OF REPORTIN I.R.S. IDENTIFICATI		IVE PERSON	
STEVE M. INZINNA			
		A MEMBER OF A GROUP	
		(a) [x]	
		(b) []	
3. SEC USE ONLY			
4 CITIZENSHIP OR PL	ACE OF ORGA	VIZATION	
USA			
USA	5.	SOLE VOTING POWER	
		0	
	6.	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIAL	LY		
OWNED BY EACH REPORTING PERSON	7	24,693,802 Sole dispositive power	
WITH	7.	SOLE DISPOSITIVE POWER	
		19,375	
	8.	SHARED DISPOSITIVE POWER	
		0	
9. AGGREGATE AMOU	NT BENEFICIA	LLY OWNED BY EACH REPORTING PERSON	
19,375			
	AGGREGATE	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	nooneone i		
24,674,427*		[x]	
	REPRESENTE	D BY AMOUNT IN ROW	
0.1%			
12. TYPE OF REPORTIN	G PERSON		
IN			
111			

* Steve M. Inzinna expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104				13G			
	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
STE	PHEN M. SILVERIO						
2. CHI	CK THE APPROPRIA	TE BOX IF A ME	MBER OF A GROUP				
			(a) [x]				
			(b) []				
	USE ONLY						
4 CIT	ZENSHIP OR PLACE	OF ORGANIZAT	ION				
USA	L	-	SOLE VOTING POWER				
		5.	SOLE VOTING POWER				
			0				
		6.	SHARED VOTING POWER				
NUMBER OF SHAR	FS BENEFICIALLY						
OWNE			24,693,802				
EACH REPORT		7.	SOLE DISPOSITIVE POWER				
WI	ГН						
			19,370				
		8.	SHARED DISPOSITIVE POWER				
			0				
9. AG0	FREGATE AMOUNT I	BENEFICIALLY (OWNED BY EACH REPORTING PERSON				
19,3	70						
		CREGATE AMOL	NT IN ROW (9) EXCLUDES CERTAIN SHARES				
10. Cili							
24.6	74,432*		[x]				
		PRESENTED BY	AMOUNT IN ROW (9)				
0.19	6						
	E OF REPORTING PE	RSON					
IN							

* Stephen M. Silverio expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 04343	6104			13G		
1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	GIBSON FAMILY PART	INERSHIP, L	.P.			
2.			A MEMBER OF A GROUP			
			(a) [x]			
			(b) []			
3.	SEC USE ONLY					
4	CITIZENSHIP OR PLAC	E OF ORGAN	IZATION			
	Pennsylvania					
	*	5.	SOLE VOTING POWER			
		6.	0 SHARED VOTING POWER			
NUMPER OF	SHARES BENEFICIALLY	0.	SHARED VOTING FOWER			
	OWNED BY		24,693,802			
EACH R	EPORTING PERSON	7.	SOLE DISPOSITIVE POWER			
	WITH					
			33,840			
		8.	SHARED DISPOSITIVE POWER			
			0			
9.	AGGREGATE AMOUNT	BENEFICIAI	LY OWNED BY EACH REPORTING PERSON			
	33,840					
10.	CHECK BOX IF THE AG	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
	24,659,962*		[x]			
11.		PRESENTED	BY AMOUNT IN ROW (9)			
	000000000000000000000000000000000000000					
	0.1%					
12.	TYPE OF REPORTING P	ERSON				
	DN					
	PN					

* Gibson Family Partnership, L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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Item 1(a).

Item 1(b).

Name of Issuer: ASBURY AUTOMOTIVE GROUP, INC.

Address of Issuer s Principal Executive Offices:

3 LANDMARK SQUARE SUITE 500 STAMFORD, CT 06901

Item 2(a).

Name of Persons Filing: ASBURY AUTOMOTIVE HOLDINGS L.L.C. RIPPLEWOOD PARTNERS L.P. OLLINS FAMILY PARTNERS, L.P. TIMOTHY C. COLLINS C.V. NALLEY, III HOMAS MCLARTY, III LUTHER COGGIN CLABER COGGIN CHART COMM, TENANTS BY THE ENTIRETIES JOHN R. CAPPS JWE ENTERPRISES IRREVOCABLE TRUST OF 2004 JWE NTERPRISES IRREVOCABLE TRUST OF 2004 JWE NTERPRISES IRREVOCABLE TRUST OF 2004 JWE OLTOS IRVING, INC. DMCD AUTOS HOUSTON, INC. CHIDS & ASSOCIATES INC. BUDDY HUTCHINSON CARS, INC. STRUST MCCOLLUM BUDDY HUTCHINSON CARS, INC. STRUST MCY D. NOBLE STEVE M. INZINNA STEPHEN M. SILVERIO GISON FAMILY PARTNERSHIP, L.P.

Item 2(b).

Address of Principal Business Office or, if none, Residence:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

RIPPLEWOOD PARTNERS L.P.

ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

COLLINS FAMILY PARTNERS, L.P. C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

TIMOTHY C. COLLINS C/O RIPPLEWOOD PARTNERS L.P. ONE ROCKEFELLER PLAZA 32ND FLOOR NEW YORK, NY 10020

C.V. NALLEY, III 87 WEST PACES FERRY ROAD ATLANTA, GA 30305

THOMAS MCLARTY, III 425 WEST CAPITOL AVE. STE. 3810 LITTLE ROCK, AR 72201

LUTHER COGGIN 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES c/o COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

JOHN R. CAPPS C/O PLAZA MOTOR COMPANY 11830 OLIVE BLVD. ST. LOUIS, MO 63141

JIW ENTERPRISES IRREVOCABLE TRUST OF 2004 C/O JEFFREY I. WOOLEY

COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

JIW FUND I, LLC C/O JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

DMCD AUTOS IRVING, INC. C/O DAVID MCDAVID MCDAVIS SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 240 DALLAS, TX 75248

DMCD AUTOS HOUSTON, INC. C/O DAVID MCDAVID MCDAVIS SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 240 DALLAS, TX 75248

CHILDS & ASSOCIATES INC. C/O CROWN FORD 256 SWAIN STREET FAYETTEVILLE, NC 28303

ROBERT E. GRAY C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

THOMAS G. MCCOLLUM ASBURY AUTOMOTIVE GROUP, INC. 3 LANDMARK SQUARE, SUITE 500 STAMFORD, CT 06901

BUDDY HUTCHINSON CARS, INC. 5100 SUNBEAM ROAD SUITE 1 JACKSONVILLE, FL 32257

SLT/TAG INC. C/O TONKON TORP L.L.P. 1600 PIONEER TOWER 888 SW FIFTH AVE. PORTLAND, OR 97204

NOEL E. DANIELS

C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

NANCY D. NOBLE C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

STEVE M. INZINNA C/O GRAY-DANIELS AUTO FAMILY 6060 I-55N JACKSON, MS 39211

STEPHEN M. SILVERIO C/O THOMASON AUTO GROUP CORP EAST 17225 SE MCLOUGHLIN BLVD. PORTLAND, OR 97268-1228

GIBSON FAMILY PARTNERSHIP, L.P. 810 MT. MORO RD. VILLANOVA, PA 19085

Item 2(c)

Citizenship:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE RIPPLEWOOD PARTNERS L.P. - DELAWARE COLLINS FAMILY PARTNERS, L.P. - DELAWARE TIMOTHY C. COLLINS - USA C.V. NALLEY, III - USA LUTHER COGGIN - USA CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES - USA JOHN R. CAPPS - USA JIW ENTERPRISES IRREVOCABLE TRUST OF 2004 -USA JIW ENTERPRISES IRREVOCABLE TRUST OF 2004 -USA JIW FUND I, LLC - USA DMCD AUTOS IRVING, INC. - TEXAS DMCD AUTOS IRVING, INC. - TEXAS CHILDS & ASSOCIATES INC. - NORTH CAROLINA ROBERT E. GRAY - USA THOMAS G. MCCOLLUM - USA BUDDY HUTCHINSON CARS, INC. - FLORIDA SLT/TAG INC. - OREGON NOEL E. DANIELS - USA NANCY D. NOBLE - USA STEPHEN M. SILVERIO - USA GIBSON FAMILY PARTNERSHIP, L.P. - PENNSYLVANIA

Item 2(d).

Title of Class of Securities:

		COMMON STOCK, PAR VALUE \$.01 PER SHARE				
Item 2(e).		CUSIP Number:				
		043436104				
Item 3.		NOT APPLICABLE. THIS SCHEDULE 13G IS FILED PURSUANT TO RULE 13D-1(d).				
Item 4.		Ownership				
	(a).	Amount beneficially owned:				
		SEE THE RESPONSES TO ITEM 9 ON THE ATTACHED COVER PAGES.				
	(b).	Percent of Class:				
		SEE THE RESPONSES TO ITEM 11 ON THE ATTACHED COVER PAGES.				
	(c).	Number of shares as to which such person has:				
		(i). Sole power to vote or to direct the vote: SEE THE RESPONSES TO ITEM 5 ON THE ATTACHED COVER PAGES.				
		(ii). Shared power to vote or to direct the vote: SEE THE RESPONSES TO ITEM 6 ON THE ATTACHED COVER PAGES.				
		(iii). Sole power to dispose or to direct the disposition of: SEE THE RESPONSES TO ITEM 7 ON THE ATTACHED COVER PAGES.				
		(iv). Shared power to dispose or to direct the disposition of: SEE THE RESPONSES TO ITEM 8 ON THE ATTACHED COVER PAGES.				
Item 5.		Ownership of Five Percent or Less of a Class				
		IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT				

OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [].

Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 6.

Item 7.

Item 8.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

NOT APPLICABLE

Identification and Classification of Members of the Group

THE FOLLOWING SHAREHOLDERS ARE MEMBERS OF A GROUP BASED ON VOTING ARRANGEMENTS IN ASBURY AUTOMOTIVE GROUP, INC. S SHAREHOLDERS AGREEMENT, DATED AS OF MARCH 1, 2002, AS AMENDED:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.* C.V. NALLEY, III THOMAS MCLARTY, III LUTHER COGGIN CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES JOHN R. CAPPS JIW ENTERPRISES IRREVOCABLE TRUST OF 2004 JIW FUND I, LLC DMCD AUTOS IRVING, INC. DMCD AUTOS HOUSTON, INC. CHILDS & ASSOCIATES INC. ROBERT E. GRAY THOMAS G. MCCOLLUM BUDDY HUTCHINSON CARS, INC. SLT/TAG INC. NOEL E. DANIELS NANCY D. NOBLE STEVE M. INZINNA STEPHEN M. SILVERIO GIBSON FAMILY PARTNERSHIP, L.P. * Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C.; FS Equity Partners III, L.P., FS Equity Partners International L.P and FS Equity Partners IV, L.P., investment funds affiliated with Freeman Spogli, are the owners of approximately 49% of the membership interests of Asbury Automotive Holdings L.L.C.

Item 9. Notice of Dissolution of Group

NOT APPLICABLE

Item 10.

Certifications **NOT APPLICABLE**

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

C.V. NALLEY, III

by: <u>/s/ C.V. NALLEY, III</u> Name: C.V. Nalley, III

THOMAS F. MCLARTY, III

by: <u>/s/ THOMAS F. MCLARTY, III</u> Name: Thomas F. McLarty, III

LUTHER COGGIN

by: <u>/s/ LUTHER COGGIN</u> Name: Luther Coggin

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

by: <u>/s/ CHARLES TOMM and ANITA DESAUSSURE TOMM</u> Name: Charles Tomm and Anita Desaussure Tomm

JOHN R. CAPPS

by: <u>/s/ JOHN R. CAPPS</u> Name: John R. Capps

JIW ENTERPRISES IRREVOCABLE TRUST OF 2004

by: <u>/s/ JEFFERY I. WOOLEY</u> Name: Jeffrey I. Wooley

JIW FUND I, LLC

by: <u>/s/ JEFFREY I, WOOLEY</u> Name: Jeffrey I. Wooley

DMCD AUTOS IRVING, INC.

by: <u>/s/ DAVID MCDAVID</u> Name: David McDavid Title: President

DMCD AUTOS HOUSTON, INC.

by: <u>/s/ DAVID McDAVID</u> Name: David McDavid Title: President

CHILDS & ASSOCIATES INC.

by: <u>/s/ WILLIAM L. CHILDS, SR.</u> Name: William L. Childs Title: President

ROBERT E. GRAY

by: <u>/s/ ROBERT E. GRAY</u> Name: Robert E. Gray

THOMAS G. MCCOLLUM

by: <u>/s/ THOMAS G. MCCOLLUM</u> Name: Thomas G. McCollum

BUDDY HUTCHINSON CARS, INC.

by: <u>/s/ BUDDY HUTCHINSON</u> Name: Buddy Hutchinson

SLT/TAG INC.

by: <u>/s/ SCOTT L. THOMASON</u> Name: Scott L. Thomason Title: President

NOEL E. DANIELS

by: <u>/s/ NOEL E. DANIELS</u> Name: Noel E. Daniels

NANCY D. NOBLE

by: <u>/s/ NANCY D. NOBLE</u> Name: Nancy D. Noble

STEVE M. INZINNA

by: <u>/s/ STEVE M. INZINNA</u> Name: Steve M. Inzinna

STEPHEN M. SILVERIO

by: <u>/s/ STEPHEN M. SILVERIO</u> Name: Stephen M. Silverio

GIBSON FAMILY PARTNERSHIP, L.P.

by: <u>/s/ THOMAS GIBSON</u> Name: Thomas Gibson

JOINT FILING AGREEMENT

February 14, 2005

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that the Schedule 13G attached hereto as Exhibit I (the "Schedule"), relating to the common stock, par value \$0.01 per share, of Asbury Automotive Group, Inc ("Common Stock"), is being filed with the Securities and Exchange Commission on behalf of each of them.

The undersigned hereby further agree to prepare jointly and to file timely (or otherwise to deliver, as appropriate) all amendments to the Schedule ("13G filings") with respect to their respective ownership of Common Stock and each of them mutually covenants to the other that they will fully cooperate with each other in the preparation and timely filing of all such 13G filings.

This Joint Filing Agreement may be signed in one or more counterparts.

IN WITNESS WHEREOF, the parties hereto have executed this Joint Filing Agreement as of the date first written above.

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: <u>/s/ TIMOTHY C. COLLINS</u> Name: Timothy C. Collins

C.V. NALLEY, III

by: <u>/s/ C.V. NALLEY, III</u> Name: C.V. Nalley, III

THOMAS F. MCLARTY, III

by: <u>/s/ THOMAS F. MCLARTY, III</u> Name: Thomas F. McLarty, III

LUTHER COGGIN

by: <u>/s/ LUTHER COGGIN</u> Name: Luther Coggin

CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

by: <u>/s/ CHARLES TOMM and ANITA DESAUSSURE TOMM</u> Name: Charles Tomm and Anita Desaussure Tomm

JOHN R. CAPPS

by: <u>/s/ JOHN R. CAPPS</u> Name: John R. Capps

JIW ENTERPRISES IRREVOCABLE TRUST OF 2004

by: <u>/s/ JEFFREY I. WOOLEY</u> Name: Jeffrey I. Wooley

JIW FUND I, LLC

by: <u>/s/ JEFFREY I. WOOLEY</u> Name: Jeffrey I. Wooley

DMCD AUTOS IRVING, INC.

by: <u>/s/ DAVID MCDAVID</u> Name: David McDavid Title: President

DMCD AUTOS HOUSTON, INC.

by: <u>/s/ DAVID McDAVID</u> Name: David McDavid Title: President

CHILDS & ASSOCIATES INC.

by: <u>/s/ WILLIAM L. CHILDS, SR.</u> Name: William L. Childs Title: President

ROBERT E. GRAY

by: <u>/s/ ROBERT E. GRAY</u> Name: Robert E. Gray

THOMAS G. MCCOLLUM

by: <u>/s/ THOMAS G. MCCOLLUM</u> Name: Thomas G. McCollum

BUDDY HUTCHINSON CARS, INC.

by: <u>/s/ BUDDY HUTCHINSON</u> Name: Buddy Hutchinson

SLT/TAG INC.

by: <u>/s/ SCOTT L. THOMASON</u> Name: Scott L. Thomason Title: President

NOEL E. DANIELS

by: <u>/s/ NOEL E. DANIELS</u> Name: Noel E. Daniels

NANCY D. NOBLE

by: <u>/s/ NANCY D. NOBLE</u> Name: Nancy D. Noble

STEVE M. INZINNA

by: <u>/s/ STEVE M. INZINNA</u> Name: Steve M. Inzinna

STEPHEN M. SILVERIO

by: <u>/s/ STEPHEN M. SILVERIO</u> Name: Stephen M. Silverio

GIBSON FAMILY PARTNERSHIP, L.P.

5

by: <u>/s/ THOMAS GIBSON</u> Name: Thomas Gibson