SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

| (|
|---|
| 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. 043436104 | 13G | | |
|--|--------------|---------------------------------------|--|
| 1. NAME OF REPORTING PER I.R.S. IDENTIFICATION NO. | | | |
| ASBURY AUTOMOTIVE H | OLDINGS L.L | C. | |
| 2. CHECK THE APPROPRIATE | BOX IF A ME | MBER OF A GROUP | |
| | | (a) [x] (b) [] | |
| 3. SEC USE ONLY | | | |
| 4 CITIZENSHIP OR PLACE OF | ORGANIZATI | ON | |
| Delaware | | | |
| | 5. | SOLE VOTING POWER | |
| | | 0 | |
| NUMBER OF SHARES BENEFICIALLY OWNE | 6. | SHARED VOTING POWER | |
| EACH REPORTING PERSON | ры | 24,659,962 | |
| WITH | 7. | SOLE DISPOSITIVE POWER | |
| | | 17,550,743 | |
| | 8. | SHARED DISPOSITIVE POWER | |
| 9. AGGREGATE AMOUNT BE | NEFICIALLY O | WNED BY EACH REPORTING PERSON | |
| 17,550,743 | | | |
| | EGATE AMOU! | NT IN ROW (9) EXCLUDES CERTAIN SHARES | |

*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.

7,109,219*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

53.9%
TYPE OF REPORTING PERSON

12.

[x]

| CUSII | P NO. 043436104 | 13G | | | |
|-------|--|----------------|--------------------------|-------------|--|
| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PER RIPPLEWOOD PARTNERS L.P. | | | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEM | BER OF A GRO | | | |
| | | | (a) [X] | | |
| | | | (b) [] | | |
| 3. | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | N | | | |
| | Delaware | | | | |
| | | 5. | SOLE VOTING POWER | | |
| | | | 0 | | |
| | | 6. | SHARED VOTING POWER | | |
| | | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 24,659,962 | | |
| | EACH REPORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | | |
| | WIIII | | | | |
| | | | 8,954,900 | | |
| | | 8. | SHARED DISPOSITIVE POWER | | |
| | | | 0 | | |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OV | VNED BY EACH | H REPORTING PERSON | | |
| | | | | | |
| | 8,954,900 | | | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUN | Γ IN ROW (9) E | XCLUDES CERTAIN SHARES | | |
| | 15,705,062* | | | | |
| 11. | PERCENT OF CLASS REPRESENTED BY AI | MOUNT IN ROV | V (9) | | |
| | 27.5% | | | | |
| 12. | TYPE OF REPORTING PERSON | | | | |

PN
* 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. 043436 | 5104 | | | 13G | |
|------------------|--|-----------------------------|--------------------|-----|--|
| 1. | NAME OF REPORTING F I.R.S. IDENTIFICATION I | | | | |
| | COLLINS FAMILY PAR | NERS, L.P. | | | |
| 2. | CHECK THE APPROPRIA | TE BOX IF A MEMBER OF A GRO | UP | | |
| | | | (a) [x] | | |
| | | | (b) [] | | |
| 3. | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE | OF ORGANIZATION | | | |
| | Delaware | | | | |
| | Delaware | 5. SOLE VOTING | POWER | | |
| | | | | | |
| | | 0 | | | |
| | | 6. SHARED VOT | NG POWER | | |
| | SHARES BENEFICIALLY | | | | |
| | OWNED BY | 24,659,962 | | | |
| EACH RE | PORTING PERSON WITH | 7. SOLE DISPOSI | TIVE POWER | | |
| | WIIH | | | | |
| | | 8. SHARED DISP | OSITIVE POWER | | |
| | | o. SHARED DISP | DSITIVE POWER | | |
| | | 0 | | | |
| 9. | AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EACH | I REPORTING PERSON | | |
| | | | | | |
| | 8,954,900 | | | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| | | | | | |
| | 15,705,062* [x] | | | | |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | 27 50/ | | | | |
| 12. | 27.5% TYPE OF REPORTING PE | RSON | | | |
| 14. | TITE OF RELORING FI | 10011 | | | |
| | DM | | | | |

^{*} 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 | | | |
|--|---|-----|--|--|--|
| NAME OF REPORTING LR.S. IDENTIFICATION TIMOTHY C. COLLIN | ON NO. OF ABOVE PERSON | | | | |
| | PRIATE BOX IF A MEMBER OF A GROUP | | | | |
| | (a) [x] (b) [] | | | | |
| 3. SEC USE ONLY | | | | | |
| 4 CITIZENSHIP OR PLACE | ACE OF ORGANIZATION | | | | |
| USA | | | | | |
| | 5. SOLE VOTING POWER 0 | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 24,659,962 | | | | |
| WITH | 7. SOLE DISPOSITIVE POWER 0 8. SHARED DISPOSITIVE POWER | | | | |
| | 0 | | | | |
| 9. AGGREGATE AMOUN | INT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | | | | | |
| 8,954,900 10. CHECK BOX IF THE A | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |
| 10. CHECK BOX IF THE A | AGGREGATE AMOUNT IN ROW (5) EXCLUDES CERTAIN SHARES | | | | |
| 15,705,062* | [x] | | | | |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| 27.5% | | | | | |
| 12. TYPE OF REPORTING | G PERSON | | | | |
| 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 | |
|---|-----------------|---|--|---|--------|
| NAME OF REPORTING P I.R.S. IDENTIFICATION N | | TE PERSON | | | |
| C.V. NALLEY, III | | | | | |
| 2. CHECK THE APPROPRIA | ATE BOX IF A | MEMBER OF A GROUP | | | |
| | | | (a) [x] | | |
| | | | (b) [] | | |
| 3. SEC USE ONLY 4 CITIZENSHIP OR PLACE | OFORCANI | ZATION | | | |
| 4 CITIZENSHIP OR PLACE | OF ORGANI | ZAHON | | | |
| Georgia | | | | | |
| | 5. | SOLE VOTING POWER | | | |
| | | | | | |
| | | 0 | | | |
| | 6. | SHARED VOTING POWER | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY | | 24,659,962 | | | |
| EACH REPORTING PERSON | 7. | SOLE DISPOSITIVE POWER | | | |
| WITH | | | | | |
| | | 1,360,759 | | | |
| | 8. | SHARED DISPOSITIVE POWER | | | |
| | | | | | |
| 9. AGGREGATE AMOUNT | DENEELCIAL | 0 LY OWNED BY EACH REPORTING PER | DEON | | |
| 9. AGGREGATE AMOUNT | DENEFICIAL | LI OWNED BY EACH REPORTING PER | KSON | | |
| 1,360,759 | | | | | |
| 10. CHECK BOX IF THE AGO | GREGATE AN | OUNT IN ROW (9) EXCLUDES CERTA | IN SHARES | | |
| | | | | | |
| 23,299,203* | | | | | [x] |
| 11. PERCENT OF CLASS REI | PRESENTED | BY AMOUNT IN ROW (9) | | | |
| 4.00/ | | | | | |
| 4.2% 12. TYPE OF REPORTING PE | RSON | | | | |
| iz. The of Reformition | JR5011 | | | | |
| CO | | | | | |
| | | | | | |
| * C.V. Nalley III expressly disclaims beneficia | al ownership of | the shares of Asbury Automotive Group, In | nc. beneficially owned by all other parties to t | the Shareholders Agreement identified in Item 8 | below. |
| | | | 6 | | |
| | | | 0 | | |

13G

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

24,205,848*
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

^{*} Thomas F. McLarty 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.

| CUSIP NO. 043436104 | | | | 13G |
|-----------------------------------|----------------------|---------------|--|---|
| | REPORTING PE | | VE PERSON | |
| LUTHER C | COGGIN | | | |
| | | TE BOX IF A | A MEMBER OF A GROUP | |
| | | | (a) [x] | |
| 2 OF CARE O | N17 N7 | | (b) [] | |
| 3. SEC USE O | NLY HP OR PLACE (| OF ORGAN | IZATION | |
| · | 01112.102 | or ondin | | |
| USA | | | | |
| | | 5. | SOLE VOTING POWER | |
| | | | 0 | |
| | | 6. | SHARED VOTING POWER | |
| NUMBER OF SHARES BEN | NEFICIALLY | | | |
| OWNED BY | | | 24,659,962 | |
| EACH REPORTING PE WITH | ERSON | 7. | SOLE DISPOSITIVE POWER | |
| ,,,,,,, | | | 249,756 | |
| | | 8. | SHARED DISPOSITIVE POWER | |
| | | | | |
| A CODECA | TE AMOUNT D | ENEELOLAI | 0 | |
| 9. AGGREGA | IE AMOUNI B | ENEFICIAL | LY OWNED BY EACH REPORTING PERSON | |
| 7,109,219 | | | | |
| 10. CHECK BO | X IF THE AGG | REGATE Al | MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | | | | |
| 24,410,206* | | DECEMBED | [x] | |
| 11. PERCENT O | JF CLASS REPI | RESENTED | BY AMOUNT IN ROW (9) | |
| 0.8% | | | | |
| 12. TYPE OF R | EPORTING PER | RSON | | |
| | | | | |
| IN | | | | |
| * Luther Coggin expressly disclai | ims beneficial ow | vnership of t | he shares of Asbury Automotive Group, Inc. beneficially owned by all otl | her parties to the Shareholders Agreement identified in Item 8 below. |
| | | | y | |
| | | | | |

CUSIP NO. 043436104

| | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | |
|---|---|---|---|--|--|
| | | A DESAUSSURE TOMM, TENANTS BY THE ENTIRETIE | 5 | | |
| | | A MEMBER OF A GROUP | | | |
| | | (a) [x] | | | |
| | | (b) [] | | | |
| 3. SEC USE ONLY | - | | | | |
| 4 CITIZENSHIP OR PLACE | E OF ORGAN | NIZATION | | | |
| | | | | | |
| USA | | | | | |
| | 5. | SOLE VOTING POWER | | | |
| | | | | | |
| | | 0 | | | |
| | 6. | SHARED VOTING POWER | | | |
| NUMBER OF SHARES BENEFICIALLY | | | | | |
| OWNED BY | | 24,659,962 | | | |
| EACH REPORTING PERSON | 7. | SOLE DISPOSITIVE POWER | | | |
| WITH | | | | | |
| | | 358,929 | | | |
| | 8. | SHARED DISPOSITIVE POWER | | | |
| | | | | | |
| | | 0 | | | |
| 9. AGGREGATE AMOUNT | BENEFICIA | LLY OWNED BY EACH REPORTING PERSON | | | |
| | | | | | |
| 358,929 | | | | | |
| CHECK BOX IF THE AG | GREGATE A | MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
| | | | | | |
| 24,301,033* | | [x] | | | |
| | PRESENTE | D BY AMOUNT IN ROW (9) | | | |
| | | | | | |
| 1.1% | | | | | |
| 12. TYPE OF REPORTING PL | ERSON | | | | |
| | | | | | |
| 00 | | | | | |
| | | | | | |
| * Charlie (C. P.) Tomm and Anita DeSauccure T | omm Tonant | hy the Entireties, expressly disclaim beneficial exmerchin of the | shares of Ashury Automotive Croup. Inc. heneficially owned by all other parties to the Shareholders | | |

13G

* 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.

| CUSIP NO. 043436104 | | | | 13G |
|---------------------------------------|------------------------------------|---|---|----------------------------------|
| | ORTING PERSON CATION NO. OF ABO | OVE PERSON | | |
| JOHN R. CAPP | | | | |
| 2. CHECK THE AF | PROPRIATE BOX IF | A MEMBER OF A GROUP | | |
| | | | (a) [x] | |
| 3. SEC USE ONLY | | | (b) [] | |
| | R PLACE OF ORGAI | NIZATION | | |
| | | | | |
| USA | 5. | SOLE VOTING POWER | | |
| | 5. | SOLE VOINGTOWER | | |
| | | 0 | | |
| | 6. | SHARED VOTING POWER | | |
| NUMBER OF SHARES BENEFIC | CIALLY | 24.000.000 | | |
| OWNED BY EACH REPORTING PERSO | ON 7. | 24,659,962 SOLE DISPOSITIVE POWER | | |
| WITH | 7. | SOLE DISPOSITIVE FOWER | | |
| | | 414,200 | | |
| | 8. | SHARED DISPOSITIVE POWER | | |
| | | • | | |
| 9. AGGREGATE A | MOUNT BENEFICIA | 0 LLY OWNED BY EACH REPORTING PER | SON | |
| J. AGGREGATE A | MOONT BENEFICIA | LET OWNED BY EACH REPORTING FER | 3014 | |
| 414,200 | | | | |
| 10. CHECK BOX IF | THE AGGREGATE A | AMOUNT IN ROW (9) EXCLUDES CERTA | N SHARES | |
| | | | | |
| 24,245,762* 11. PERCENT OF C | I ACC DEDDECEMEN | [x] D BY AMOUNT IN ROW (9) | | |
| II. FERCENT OF C. | LA33 KEFKESENTE | DB1 AMOUNT IN ROW (9) | | |
| 1.3% | | | | |
| 12. TYPE OF REPO | RTING PERSON | | | |
| IN | | | | |
| IIN | | | | |
| * John R. Capps expressly disclaims b | eneficial ownership of | the shares of Asbury Automotive Group, Inc. | beneficially owned by all other parties to the Shareholders Agree | ment identified in Item 8 below. |
| | | | | |

| CUSIP NO. | 043436104 | | | | 13G |
|--------------|--|-------------------------------------|--|--|--|
| 1. | NAME OF REPORTING F I.R.S. IDENTIFICATION I | | | | |
| | JIW ENTERPRISES IRF | REVOCABLE TRUST OF 2004 | | | |
| 2. | CHECK THE APPROPRIA | ATE BOX IF A MEMBER OF A G | ROUP | | |
| | | | (a) [x] | | |
| | | | (b) [] | | |
| 3. | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE | E OF ORGANIZATION | | | |
| | USA | | | | |
| | 00.1 | 5. SOLE VOTI | NG POWER | | |
| | | | | | |
| | | 0 | | | |
| | | 6. SHARED VO | OTING POWER | | |
| NUMBE | R OF SHARES BENEFICIALLY | 24.650.062 | | | |
| EΛ | OWNED BY CH REPORTING PERSON | 24,659,962 7. SOLE DISPO | OSITIVE POWER | | |
| LA | WITH | 7. SOLE DISPO | SHIIVE POWER | | |
| | | 1,280,037 | | | |
| | | | SPOSITIVE POWER | | |
| | | | | | |
| | | 0 | | | |
| 9. | AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EA | CH REPORTING PERSON | | |
| | 1,280,037 | | | | |
| 10. | | GREGATE AMOUNT IN ROW (9 |) EXCLUDES CERTAIN SHARES | | |
| 10. | CIECHEDOITH THE III | GILGINE ILIZOCIVI IIVIIGVI (S | , Errezeszes ezkirin vernikze | | |
| | 23,379,925* | | [x] | | |
| 11. | PERCENT OF CLASS RE | PRESENTED BY AMOUNT IN R | | | |
| | | | | | |
| | 3.9% | | | | |
| 12. | TYPE OF REPORTING PI | ERSON | | | |
| | 00 | | | | |
| | 00 | | | | |
| * JIW Enterp | orises Irrevocable Trust of 2004 exp | ressly disclaims beneficial ownersh | ip of the shares of Asbury Automotive Gr | oup, Inc. beneficially owned by all other partie | es to the Shareholders Agreement identified in Item 8 below. |
| | | • | - | _ | - |

| CUSIP NO. 043436104 | | 13G |
|---|---|--|
| 1. NAME OF REPORTING I.R.S. IDENTIFICATION | | |
| JIW FUND I, LLC | | |
| 2. CHECK THE APPROPR | IATE BOX IF A MEMBER OF A GROUP | |
| | (a) | [x] |
| | (b) | |
| SEC USE ONLY | | |
| 4 CITIZENSHIP OR PLAC | CE OF ORGANIZATION | |
| | | |
| USA | 5. SOLE VOTING POWER | |
| | 5. SOLE VOTING POWER | |
| | 0 | |
| | 6. SHARED VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY | | |
| OWNED BY | 24,659,962 | |
| EACH REPORTING PERSON | 7. SOLE DISPOSITIVE POWER | |
| WITH | | |
| | 117,554 | |
| | 8. SHARED DISPOSITIVE POWER | |
| | | |
| | 0 | |
| 9. AGGREGATE AMOUNT | F BENEFICIALLY OWNED BY EACH REPORTING PERSO | N. Control of the con |
| | | |
| 117,554 | GGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S | MADEC. |
| 10. CHECK BOX IF THE AC | GGREGALE AMOUNT IN ROW (9) EXCLUDES CERTAIN S | HARES |
| 24542400* | r 1 | |
| 24,542,408* | [x] EPRESENTED BY AMOUNT IN ROW (9) | |
| 11. PERCENT OF CLASS R | EPRESENTED BY AMOUNT IN ROW (9) | |
| 0.4% | | |
| 12. TYPE OF REPORTING I | PERSON | |
| | | |
| 00 | | |
| | | |
| * JIW Fund I, LLC expressly disclaims benefic | cial ownership of the shares of Asbury Automotive Group, Inc. b | eneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below. |
| | | |
| | | |
| | | 12 |

CUSIP NO. 043436104 13G

| NAME OF REPORTING I I.R.S. IDENTIFICATION I | |
|---|---|
| i.k.s. iDENTIFICATION | NO. OF ABOVE FEROM |
| DMCD AUTOS IRVING | |
| 2. CHECK THE APPROPRIA | ATE BOX IF A MEMBER OF A GROUP |
| | (a) [x] |
| 3. SEC USE ONLY | (b) [] |
| 3. SEC USE ONLY 4 CITIZENSHIP OR PLACE | COF OR CANIZATION |
| 4 CITELIOIN ON LENGT | of okaling mon |
| Texas | |
| | 5. SOLE VOTING POWER |
| | |
| | 6. SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY | 6. SHARED VOTING POWER |
| OWNED BY | 24,659,962 |
| | 7. SOLE DISPOSITIVE POWER |
| EACH REPORTING PERSON WITH | |
| WIIII | 754,867 |
| | 8. SHARED DISPOSITIVE POWER |
| | |
| 9. AGGREGATE AMOUNT | 0 BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9. AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 754,867 | |
| CHECK BOX IF THE AG | GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | |
| 23,905,095* | [x] |
| 11. PERCENT OF CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
| 222 | |
| 2.3% 12. TYPE OF REPORTING P | EDSON |
| 12. THE OF REPORTING I | 2001 |
| 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 |
|--|---|
| 1. NAME OF REPORTING PLIN.S. IDENTIFICATION N | |
| DMCD AUTOS HOUSTO | N. INC. |
| | TE BOX IF A MEMBER OF A GROUP |
| | (a) [x] |
| | (b) [] |
| 3. SEC USE ONLY 4 CITIZENSHIP OR PLACE | OF ODGANIZATION |
| 4 CITIZENSHIP OR PLACE | OF ORGANIZATION |
| Texas | |
| | 5. SOLE VOTING POWER |
| | 0 |
| | 6. SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY | |
| OWNED BY | 24,659,962 |
| EACH REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER |
| WIIII | 320,226 |
| | 8. SHARED DISPOSITIVE POWER |
| | |
| | 0 |
| 9. AGGREGATE AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 320,226 | |
| | REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | |
| 24,339,736* | [x] |
| 11. PERCENT OF CLASS REP | RESENTED BY AMOUNT IN ROW (9) |
| 1.0% | |
| 12. TYPE OF REPORTING PE | RSON |
| | |
| CO | |
| * DMCD Autos Houston, Inc. expressly disclaims | s 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. |
| | 14 |

13G

| 1. NAME OF REPORTING LR.S. IDENTIFICATION | |
|--|--|
| CHILDS & ASSOCIATE | S INC. |
| | ATE BOX IF A MEMBER OF A GROUP |
| | (a) [x] |
| | (b) [] |
| 3. SEC USE ONLY | |
| 4 CITIZENSHIP OR PLACE | E OF ORGANIZATION |
| North Carolina | |
| Torur curoma | 5. SOLE VOTING POWER |
| | |
| | 0 |
| | 6. SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY | |
| OWNED BY | 24,659,962 |
| EACH REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER |
| WITH | 2122 |
| | 94,930 8. SHARED DISPOSITIVE POWER |
| | 8. SHARED DISPOSITIVE POWER |
| | 0 |
| 9. AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| J. HOGHEGHE HAROUN | 25.1.1.0.1.2.2.2.0.1.1.2.2.2.1.2.1.0.1.1.0.1.2.1.0.1.1.0.1.2.1.0.1.1.0.1.2.1.0.1.1.0.1.2.1.2 |
| 94,930 | |
| 10. CHECK BOX IF THE AG | GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | |
| 24,565,032* | [x] |
| PERCENT OF CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
| | |
| 0.3% | |
| 12. TYPE OF REPORTING P | ERSON |
| co | |
| CO | |
| * Childs & Associates Inc. expressly disclaims l | peneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below. |
| Canada & Fisociates file, expressly disciuling | Societies of the same of the s |
| | 15 |

CUSIP NO. 043436104

13G

CUSIP NO. 043436104 13G

| | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | | |
|------------------------------------|---|--|--|--|--|--|
| ROBERT E. GRAY | | | | | | |
| 2. CHECK THE APPROPRI | ATE BOX IF A MEMBER OF A GROUP | | | | | |
| | (a) [x] | | | | | |
| | (b) [] | | | | | |
| 3. SEC USE ONLY | | | | | | |
| 4 CITIZENSHIP OR PLAC | E OF ORGANIZATION | | | | | |
| USA | | | | | | |
| | 5. SOLE VOTING POWER | | | | | |
| | | | | | | |
| | 0 | | | | | |
| | 6. SHARED VOTING POWER | | | | | |
| NUMBER OF SHARES BENEFICIALLY | | | | | | |
| OWNED BY | 24,659,962 | | | | | |
| EACH REPORTING PERSON | 7. SOLE DISPOSITIVE POWER | | | | | |
| WITH | | | | | | |
| | 329,378 | | | | | |
| | 8. SHARED DISPOSITIVE POWER | | | | | |
| | | | | | | |
| · | 0 | | | | | |
| 9. AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| 220 250 | | | | | | |
| 329,378 10. CHECK BOX IF THE AC | GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | |
| 10. CHECK BOX IF THE AC | GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | |
| | | | | | | |
| 24,330,584* | [x] | | | | | |
| 11. PERCENT OF CLASS RI | EPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| 1.0% | | | | | | |
| 12. TYPE OF REPORTING F | ERSON | | | | | |
| TITE OF THE ORTHOO | | | | | | |

* 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. 04343 | 36104 | | | 13G | |
|-----------------|--|----------------|--|-----|---|
| 1. | NAME OF REPORTING F I.R.S. IDENTIFICATION I | NO. OF ABOVE | PERSON | | |
| | THOMAS G. MCCOLLU | | | | |
| 2. | CHECK THE APPROPRIA | ATE BOX IF A M | | | |
| | | | (a) [x] | | |
| | | | (b) [] | | |
| 3. | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE | E OF ORGANIZA | ITION | | |
| | USA | | | | |
| | | 5. | SOLE VOTING POWER | | |
| | | | | | |
| | | | 0 | | _ |
| | | 6. | SHARED VOTING POWER | | |
| | SHARES BENEFICIALLY OWNED BY | | 24 050 002 | | |
| | REPORTING PERSON | 7. | 24,659,962 SOLE DISPOSITIVE POWER | | _ |
| LACITI | WITH | 7. | SOLE DISPOSITIVE FOWER | | |
| | | | 55,830 | | |
| | | 8. | SHARED DISPOSITIVE POWER | | _ |
| | | | | | |
| | | | 0 | | |
| 9. | AGGREGATE AMOUNT | BENEFICIALLY | OWNED BY EACH REPORTING PERSON | | |
| | | | | | |
| 10. | 55,830 | CDECATE AMO | UNT IN ROW (9) EXCLUDES CERTAIN SHARES | | _ |
| 10. | CHECK BOX IF THE AG | GREGALE AMC | UNI IN ROW (9) EXCLUDES CERTAIN SHARES | | |
| | 24,604,132* | | [x] | | |
| 11. | PERCENT OF CLASS RE | PRESENTED BY | Y AMOUNT IN ROW (9) | | |
| | 0.2% | | | | |
| 12. | TYPE OF REPORTING PI | ERSON | | | |
| | IN | | | | |
| | 114 | | | | |

* 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

| | | | | | • | | | |
|---------|---|----------------|---|--|---|--|--|--|
| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | | | | |
| | BUDDY HUTCHINSON | CARS, INC. | | | | | | |
| 2. | CHECK THE APPROPRIA | ATE BOX IF A N | MEMBER OF A GROUP | | | | | |
| | | | (a) [x] | | | | | |
| | | | (b) [] | | | | | |
| 3. | SEC USE ONLY | | | | | | | |
| 4 | CITIZENSHIP OR PLACE | E OF ORGANIZA | ATION | | | | | |
| | | | | | | | | |
| | Florida | | | | | | | |
| | | 5. | SOLE VOTING POWER | | | | | |
| | | | | | | | | |
| | | | 0 | | | | | |
| | | 6. | SHARED VOTING POWER | | | | | |
| | SHARES BENEFICIALLY | | | | | | | |
| | OWNED BY | | 24,659,962 | | | | | |
| EACH RE | PORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | | | | | |
| | WIIII | | 120.200 | | | | | |
| | | 8. | 120,369 SHARED DISPOSITIVE POWER | | | | | |
| | | 0. | SHARED DISFOSITIVE FOWER | | | | | |
| | | | 0 | | | | | |
| 9. | AGGREGATE AMOUNT | BENEFICIALLX | OWNED BY EACH REPORTING PERSON | | | | | |
| | | | | | | | | |
| | 120,369 | | | | | | | |
| 10. | CHECK BOX IF THE AG | GREGATE AMO | OUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | |
| | | | | | | | | |
| | 24,539,593* | | [x] | | | | | |
| 11. | PERCENT OF CLASS RE | PRESENTED B | | | | | | |
| | | | | | | | | |
| | 0.4% | | | | | | | |
| 12. | TYPE OF REPORTING PI | ERSON | | | | | | |
| | | | | | | | | |
| | CO | | | | | | | |
| | | | | | | | | |

* 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

| 1. | NAME OF REPORTING F | |
|---------|---------------------------|---|
| | SLT/TAG INC. | |
| 2. | CHECK THE APPROPRIA | ITE BOX IF A MEMBER OF A GROUP |
| | | (a) [x] |
| | | (b) [] |
| 3. | SEC USE ONLY | |
| 1 | CITIZENSHIP OR PLACE | OF ORGANIZATION |
| | Oregon | |
| | Oregon | 5. SOLE VOTING POWER |
| | | |
| | | 0 |
| | | 6. SHARED VOTING POWER |
| | HARES BENEFICIALLY | |
| | WNED BY | 24,659,962 |
| EACH RE | PORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER |
| | WIII | 4.077.040 |
| | | 1,077,319 8. SHARED DISPOSITIVE POWER |
| | | 6. SHARED DISPOSITIVE FOWER |
| | | 0 |
| Э. | AGGREGATE AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | |
| | 1,077,319 | |
| 10. | CHECK BOX IF THE AG | GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | | |
| | 23,582,643* | [x] |
| 11. | PERCENT OF CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
| | 2.20/ | |
| 12. | 3.3% TYPE OF REPORTING PR | PRSON |
| | TITE OF REPORTING I | |
| | CO | |
| | CO | |

* SLT/TAG 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 | | | |
| NOEL E. DANIELS | | | |
| 2. CHECK THE APPROPI | RIATE BOX IF | A MEMBER OF A GROUP | |
| | | (a) [x] (b) [] | |
| SEC USE ONLY | | | |
| 4 CITIZENSHIP OR PLA | CE OF ORGAI | NIZATION | |
| USA | | | |
| | 5. | SOLE VOTING POWER | |
| | | 0 | |
| | 6. | SHARED VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY | <i>I</i> | 24,659,962 | |
| EACH REPORTING PERSON | 7. | SOLE DISPOSITIVE POWER | |
| WITH | | 38,750 | |
| | 8. | SHARED DISPOSITIVE POWER | |
| | | | |
| | | 0 | |
| 9. AGGREGATE AMOUN | T BENEFICIA | LLY OWNED BY EACH REPORTING PERSON | |
| 38,750 | | | |
| 10. CHECK BOX IF THE A | GGREGATE A | MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 24,621,212* | | [x] | |
| | REPRESENTE | D BY AMOUNT IN ROW (9) | |
| | | • | |
| 0.1% 12. TYPE OF REPORTING | DEDCOM | | |
| 12. I YPE OF REPORTING | PERSON | | |

* 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.

IN

| CUSIP NO. 043436104 | | | | 13G | |
|---------------------------|---------------------------------------|------------------------------|-------------------------------|-----|--|
| | E OF REPORTING PI IDENTIFICATION N | ERSON NO. OF ABOVE PERSON | | | |
| NANC | Y D. NOBLE | | | | |
| 2. CHECI | K THE APPROPRIA | TE BOX IF A MEMBER OF A | GROUP | | |
| | | | (a) [x] (b) [] | | |
| | ISE ONLY | | | | |
| 4 CITIZE | ENSHIP OR PLACE | OF ORGANIZATION | | | |
| USA | | | | | |
| | | 0 | FING POWER | | |
| NUMBER OF SHARES OWNED | BY | 24,659,962 | | | |
| EACH REPORTIN WITH | | 7. SOLE DISE 43,456 | POSITIVE POWER | | |
| | | 0 | DISPOSITIVE POWER | | |
| | | BENEFICIALLY OWNED BY E | EACH REPORTING PERSON | | |
| 43,456 | | CDECATE ANOTHER DIRECTOR | (A) EVOLUDES SEDEA DI SUA DES | | |
| 10. CHECI | K BUX IF THE AGC | JREGALE AMOUNT IN ROW (| (9) EXCLUDES CERTAIN SHARES | | |
| 24,616 | | | [x] | | |
| 11. PERCE | ENT OF CLASS REF | PRESENTED BY AMOUNT IN | ROW (9) | | |

0.1%
12. TYPE OF REPORTING PERSON

^{*} 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. 04343610 | 14 | | | 13G | |
|-----------------------|-----------------------------|-------------------|--|--|--|
| | JAME OF REPORTING I | | PERSON | | |
| S | TEVE M. INZINNA | | | | |
| | CHECK THE APPROPRIA | ATE BOX IF A | MEMBER OF A GROUP | | |
| | | | (a) [x] | | |
| 2 6 | EC USE ONLY | | (b) [] | | |
| | CITIZENSHIP OR PLACE | OF ORGANIZ | ATION | | |
| | | or onomin | | | |
| | JSA | | | | |
| | | 5. | SOLE VOTING POWER | | |
| | | | 0 | | |
| | | 6. | SHARED VOTING POWER | | |
| | ARES BENEFICIALLY | | | | |
| | NED BY | | 24,659,962 | | |
| | ORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | | |
| | ******* | | 19,375 | | |
| | | 8. | SHARED DISPOSITIVE POWER | | |
| | | | | | |
| | CODEC ATE ANOUNT | DENEELGIALI | 0 | | |
| 9. A | IGGREGALE AMOUNT | BENEFICIALL | Y OWNED BY EACH REPORTING PERSON | | |
| 1 | 9,375 | | | | |
| 10. | CHECK BOX IF THE AG | GREGATE AM | OUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | |
| | | | | | |
| | 4,640,587* | | [x] | | |
| 11. P | ERCENT OF CLASS RE | PRESENTED E | Y AMOUNT IN ROW | | |
| 0 | .1% | | | | |
| | YPE OF REPORTING PI | ERSON | | | |
| _ | | | | | |
| 1 | N | | | | |
| * Steve M. Inzinna ex | pressly disclaims beneficia | ıl ownership of t | he shares of Asbury Automotive Group, Inc. beneficially ow | ned by all other parties to the Shareholders Agreement identified in Item 8 below. | |
| | | • | | | |

| CUSIP NO. 04 | 3436104 | | 13G |
|----------------|------------------------------------|----------------|--|
| 1. | NAME OF REPORTING I | | OVE PERSON |
| | STEPHEN M. SILVERIO |) | |
| 2. | | | A MEMBER OF A GROUP |
| | | | (a) [x] |
| - | | | (b) [] |
| 3. | SEC USE ONLY | E OF ORGAN | NV ATOV |
| 4 | CITIZENSHIP OR PLACE | E OF ORGAI | NIZATION |
| | USA | | |
| • | | 5. | SOLE VOTING POWER |
| | | | |
| | | | 0 SHARED VOTING POWER |
| NIII (DED | OF CHAREC DENERICIALITY | 6. | SHARED VOTING POWER |
| NUMBER | OF SHARES BENEFICIALLY OWNED BY | | 24,659,962 |
| EACI | H REPORTING PERSON | 7. | SOLE DISPOSITIVE POWER |
| | WITH | | |
| | | | 19,370 |
| | | 8. | SHARED DISPOSITIVE POWER |
| | | | 0 |
| 9. | AGGREGATE AMOUNT | BENEFICIA | ALLY OWNED BY EACH REPORTING PERSON |
| | | | |
| | 19,370 | ODEO 1889 | |
| 10. | CHECK BOX IF THE AG | GREGATE A | AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| | 24,640,592* | | [x] |
| 11. | | PRESENTE | D BY AMOUNT IN ROW (9) |
| | | | |
| | 0.1% | | |
| 12. | TYPE OF REPORTING P. | ERSON | |
| | IN | | |
| | | | |
| * Stephen M. S | ilverio expressly disclaims benef | ficial ownersh | nip of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below. |

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. COLLINS FAMILY PARTNERS, L.P. TIMOTHY C. COLLINS C.V. NALLEY III THOMAS MCLARTY III LUTHER COGGIN

LUTHER COGGIN
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE
TOMM, TENANTS BY THE ENTIRETIES
JOHN R. CAPPS
JIW ENTERPRISES IRREVOCABLE TRUST OF 2004

JIW ENTERPRISES IRREVOCABLI
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.
SLITTAG INC.

BUDDY HUTCHINSON C SLT/TAG INC. NOEL E. DANIELS NANCY D. NOBLE STEVE M. INZINNA STEPHEN M. SILVERIO

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

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 THOMAS MCLARTY 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 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 SLITTAG INC. - OREGON NOEL E. DANIELS - USA NANCY D. NOBLE - USA STEPHEN M. SILVERIO - USA

Item 2(d). Title of Class of Securities:

COMMON STOCK, PAR VALUE \$.01 PER SHARE

Item 2(e). CUSIP Number:

043436104

NOT APPLICABLE. THIS SCHEDULE 13G IS FILED PURSUANT TO RULE 13D-1(d). Item 3.

Item 4. Ownership

> Amount beneficially owned: (a).

> > 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.

Number of shares as to which such person has: (c).

(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.

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 [_].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary

Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

NOT APPLICABLE

Item 8. 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
CHABLIE (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 IRVING, 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

* 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: /s/ TIMOTHY C. COLLINS
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: /s/ C.V. NALLEY, III

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: /s/ DAVID MCDAVID Name: David McDavid Title: President

DMCD AUTOS HOUSTON, INC.

by: /s/ DAVID MCDAVID 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: /s/ THOMAS G. MCCOLLUM
Name: Thomas G. McCollum

BUDDY HUTCHINSON CARS, INC.

by: /s/ BUDDY HUTCHINSON
Name: Buddy Hutchinson

SLT/TAG INC.

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

NOEL E. DANIELS

by: /s/ NOEL E. DANIELS
Name: Noel E. Daniels

NANCY D. NOBLE

by: /s/ NANCY D. NOBLE Name: Nancy D. Noble

STEVE M. INZINNA

STEPHEN M. SILVERIO

by: /s/ STEVE M. INZINNA Name: Steve M. Inzinna

by: /s/ STEPHEN M. SILVERIO
Name: Stephen M. Silverio

JOINT FILING AGREEMENT

February 14 200

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.

1

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: /s/ C.V. NALLEY, III
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

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Name: Thomas G. McCollum

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Name: Noel E. Daniels
Title: President

NANCY D. NOBLE

by: <u>/s/ NANCY D. NOBLE</u>

Name: Nancy D. Noble

Title: President

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STEPHEN M. SILVERIO

by: /s/ STEPHEN M. SILVERIO
Name: Stephen M. Silverio