

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)

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).

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

17,550,743

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,550,743

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

7,109,219*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

53.9%

12. TYPE OF REPORTING PERSON

CO

*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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON RIPPLEWOOD PARTNERS L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> [X] (b) <input type="checkbox"/> []
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	5. SOLE VOTING POWER 0
	6. SHARED VOTING POWER 24,659,962
	7. SOLE DISPOSITIVE POWER 8,954,900
	8. SHARED DISPOSITIVE POWER 0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,954,900
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 15,705,062*
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	COLLINS FAMILY PARTNERS, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	24,659,962
	8. SHARED DISPOSITIVE POWER	0
	9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,954,900
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	15,705,062* <input checked="" type="checkbox"/>
	12. TYPE OF REPORTING PERSON	27.5%
		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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	TIMOTHY C. COLLINS	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
		(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		24,659,962
	7.	SOLE DISPOSITIVE POWER
		0
	8.	SHARED DISPOSITIVE POWER
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,954,900	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	15,705,062*	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	27.5%	
12.	TYPE OF REPORTING 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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C.V. NALLEY, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

1,360,759

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,360,759

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

23,299,203*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.2%

12. TYPE OF REPORTING PERSON

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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	THOMAS F. MCLARTY III	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		24,659,962
	7.	SOLE DISPOSITIVE POWER
		454,114
	8.	SHARED DISPOSITIVE POWER
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	454,114	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	24,205,848*	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.4%	
12.	TYPE OF REPORTING PERSON	
	IN	

* 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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LUTHER COGGIN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

249,756

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,109,219

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

24,410,206*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.8%

12. TYPE OF REPORTING PERSON

IN

* 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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		24,659,962
	7.	SOLE DISPOSITIVE POWER
		358,929
	8.	SHARED DISPOSITIVE POWER
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		358,929
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		24,301,033* <input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		1.1%
12.	TYPE OF REPORTING 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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JOHN R. CAPPS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

414,200

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

414,200

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

24,245,762*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12. TYPE OF REPORTING PERSON

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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	JIW ENTERPRISES IRREVOCABLE TRUST OF 2004	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5. SOLE VOTING POWER	
		0
	6. SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		24,659,962
	7. SOLE DISPOSITIVE POWER	
		1,280,037
	8. SHARED DISPOSITIVE POWER	
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		1,280,037
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		23,379,925* <input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		3.9%
12.	TYPE OF REPORTING PERSON	
		00

* JIW 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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	JIW FUND I, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5. SOLE VOTING POWER	
		0
	6. SHARED VOTING POWER	
		24,659,962
	7. SOLE DISPOSITIVE POWER	
		117,554
	8. SHARED DISPOSITIVE POWER	
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		117,554
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		24,542,408* <input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		0.4%
12.	TYPE OF REPORTING PERSON	
		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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	DMCD AUTOS IRVING, INC.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Texas	
	5.	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER
		24,659,962
EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER
		754,867
	8.	SHARED DISPOSITIVE POWER
		0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		754,867
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		23,905,095* <input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		2.3%
12.	TYPE OF REPORTING PERSON	
		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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DMCD AUTOS HOUSTON, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

320,226

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

320,226

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

24,339,736*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CHILDS & ASSOCIATES INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

94,930

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

94,930

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

24,565,032*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON

CO

* 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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ROBERT E. GRAY

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

24,659,962

7. SOLE DISPOSITIVE POWER

329,378

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

329,378

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

24,330,584*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

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.

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	THOMAS G. MCCOLLUM	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
	5. SOLE VOTING POWER	
	0	
	6. SHARED VOTING POWER	
	24,659,962	
	7. SOLE DISPOSITIVE POWER	
	55,830	
	8. SHARED DISPOSITIVE POWER	
	0	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	55,830	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	24,604,132*	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.2%	
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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BUDDY HUTCHINSON CARS, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

24,659,962

7. SOLE DISPOSITIVE POWER

120,369

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,369

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

24,539,593*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12. TYPE OF REPORTING PERSON

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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SLT/TAG INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Oregon

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

24,659,962

7. SOLE DISPOSITIVE POWER

1,077,319

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,077,319

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

23,582,643*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.3%

12. TYPE OF REPORTING PERSON

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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NOEL E. DANIELS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

38,750

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,750

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

24,621,212*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NANCY D. NOBLE

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

24,659,962

7. SOLE DISPOSITIVE POWER

43,456

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,456

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

24,616,506*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

STEVE M. INZINNA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

19,375

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,375

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

24,640,587*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

0.1%

12. TYPE OF REPORTING PERSON

IN

* 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.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

STEPHEN M. SILVERIO

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY
EACH REPORTING PERSON
WITH

24,659,962

7. SOLE DISPOSITIVE POWER

19,370

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,370

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

24,640,592*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

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.

Item 1(a). Name of Issuer:
ASBURY AUTOMOTIVE GROUP, INC.

Item 1(b). 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
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE
TOMM, TENANTS BY THE ENTIRETIES
JOHN R. CAPP
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**

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. CAPP
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
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 HOUSTON, 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
STEVE M. INZINNA - 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

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 []:

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
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE
TOMM, TENANTS BY THE ENTIRETIES
JOHN R. CAPP
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**

* 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: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

C.V. NALLEY, III

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

THOMAS F. MCLARTY, III

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

LUTHER COGGIN

by: /s/ LUTHER COGGIN
Name: Luther Coggin

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

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

JOHN R. CAPPS

by: /s/ JOHN R. CAPPS
Name: John R. Capps

**JIW ENTERPRISES IRREVOCABLE
TRUST OF 2004**

by: /s/ JEFFREY I. WOOLEY
Name: Jeffrey I. Wooley

JIW FUND I, LLC

by: /s/ JEFFREY I. WOOLEY
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: /s/ WILLIAM L. CHILDS, SR.
Name: William L. Childs
Title: President

ROBERT E. GRAY

by: /s/ ROBERT E. GRAY
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

SLI/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

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

STEPHEN M. SILVERIO

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

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: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

RIPPLEWOOD PARTNERS L.P.

by: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

COLLINS FAMILY PARTNERS, L.P.

by: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

TIMOTHY C. COLLINS

by: /s/ TIMOTHY C. COLLINS
Name: Timothy C. Collins

C.V. NALLEY, III

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

THOMAS F. MCLARTY, III

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

LUTHER COGGIN

by: /s/ LUTHER COGGIN
Name: Luther Coggin

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

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

JOHN R. CAPPS

by: /s/ JOHN R. CAPPS
Name: John R. Capps

**JIW ENTERPRISES IRREVOCABLE
TRUST OF 2004**

by: /s/ JEFFREY I. WOOLEY
Name: Jeffrey I. Wooley

JIW FUND I, LLC

by: /s/ JEFFREY I. WOOLEY
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: /s/ WILLIAM L. CHILDS, SR.
Name: William L. Childs
Title: President

ROBERT E. GRAY

by: /s/ ROBERT E. GRAY
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
Title: President

NANCY D. NOBLE

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

STEVE M. INZINNA

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

STEPHEN M. SILVERIO

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

