SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

301125022 100
Under the Securities Exchange Act of 1934
(Amendment No)*
Asbury Automotive Group, Inc.
(Name of Issuer)
Common Stock (par value \$.01 per share)
(Title of Class of Securities)
043436104
(CUSIP Number)
December 31, 2003
(Date of Event Which Requires Filing of this Statement)
check the appropriate box to designate the rule pursuant to which this Schedule s 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 fo 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 deeme 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 lotes).
Page 2 of 39
CUSIP NO. 043436104 13G
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) [x] (b) [_]

3. SEC USE ONLY

4. CITIZENSHIP	OR PLACE OF ORGANIZAT		
Delaware			
	5. SOLE VOTING P	0WER	
NUMBER OF		0	
SHARES	6. SHARED VOTING	POWER	-
BENEFICIALLY OWNED BY	25,31	8,141	
EACH	7. SOLE DISPOSIT		-
REPORTING	17,550,743		
PERSON WITH	8. SHARED DISPOS	ITIVE POWER	-
		0	
		ED BY EACH REPORTING PERSON	
17,550,743			
		IN ROW (9) EXCLUDES CERTAIN SHARES	
7,767,398*		[x]	
11. PERCENT OF C	LASS REPRESENTED BY A		
54%			
12. TYPE OF REPO			
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 NO. 043436104	 13G 	
	TION NO. OF ABOVE PERSON	
RIPPLEWOOD PAR (FORMERLY KNOWN /	TNERS L.P. AS RIPPLEWOOD HOLDINGS L.L.C.)	
2. CHECK THE APPROPR	IATE BOX IF A MEMBER OF A GROUP	
	(a) [x (b) [_	
3. SEC USE ONLY		
4. CITIZENSHIP OR PLA		
	SOLE VOTING POWER	
NUMBER OF	0	
	SHARED VOTING POWER	
BENEFICIALLY OWNED BY	25,318,141	
EACH 7.	SOLE DISPOSITIVE POWER	
REPORTING	8,954,900	
PERSON 8. WITH	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 SH	HARES
16,363,241*	[x]	
11. PERCENT OF CLASS 27.6%	REPRESENTED BY AMOUNT IN ROW (9)	
12. TYPE OF REPORTING	PERSON	
00		
	.P. is the owner of approximately 51% of the me	

^{*} 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. 04343610	 94 	136	
1. NAME OF REPOR	TING PERSON FICATION NO. OF ABOVE F	PERSON	
COLLINS FAR	MILY PARTNERS, L.P.		
2. CHECK THE APP	ROPRIATE BOX IF A MEMBE	ER OF A GROUP	
		(b) [x]) [_]
3. SEC USE ONLY			
4. CITIZENSHIP OF	R PLACE OF ORGANIZATION		
Delaware			
	5. SOLE VOTING POWE	:R	
NUMBER OF		0	
SHARES	C CHAPER VOTING PO		
BENEFICIALLY	6. SHARED VOTING PO	WER	
OWNED BY	25,318,141		
EACH	7. SOLE DISPOSITIVE	POWER	
REPORTING	0		
PERSON WITH	8. SHARED DISPOSITI	:VE POWER	
	0		
9. AGGREGATE AMOU	JNT BENEFICIALLY OWNED	BY EACH REPORTING PERSON	
8,954,900			
	ΓΗΕ AGGREGATE AMOUNT IN	I ROW (9) EXCLUDES CERTAI	N SHARES
16,363,241*			[x]
11. PERCENT OF CLA	ASS REPRESENTED BY AMOU		
27.6%			
12. TYPE OF REPORT	г TING PERSON		
СО			
		the beneficial owner of	
		Family Partners expressl	

^{*} 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. 0434361	 104 	136	
1. NAME OF REPOR	RTING PERSON IFICATION NO. OF ABOVE	PERSON	
Timothy C.	. Collins		
2. CHECK THE APP	PROPRIATE BOX IF A MEMB	ER OF A GROUP	
		(a) [x] b) [_]
3. SEC USE ONLY			
4. CITIZENSHIP (OR PLACE OF ORGANIZATIO	N	
Delaware			
	5. SOLE VOTING POW	ER	
NUMBER OF		0	
SHARES	6. SHARED VOTING P	 OWER	
BENEFICIALLY	25,318,141		
OWNED BY			
EACH	7. SOLE DISPOSITIV		
REPORTING	0		
PERSON	8. SHARED DISPOSIT		
WITH	o. SHARED DISPUSIT	IVE POWER	
	0		
9. AGGREGATE AMO	DUNT BENEFICIALLY OWNED	BY EACH REPORTING PERSO	 N
8,954,900			
		N ROW (9) EXCLUDES CERTA	
16,363,241*			[x]
11. PERCENT OF CL	_ASS REPRESENTED BY AMO		
27.6%			
12. TYPE OF REPOR			
IN			
		beneficial owner of the	

^{*} 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. 043436	5104 13G	
	DRTING PERSON FIFICATION NO. OF ABOVE PERSON	
C.V. NALL	LEY, III	
2. CHECK THE API	PPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a (k	ı) [x])) [_]
3. SEC USE ONLY	· · · · · · · · · · · · · · · · · · ·	
	OR PLACE OF ORGANIZATION	
Georgia		
	5. SOLE VOTING POWER	
NUMBER OF	0	
SHARES	6. SHARED VOTING POWER	
BENEFICIALLY	25 210 141	
OWNED BY	25, 318, 141	
EACH	7. SOLE DISPOSITIVE POWER	
REPORTING	1,360,759	
PERSON	8. SHARED DISPOSITIVE POWER	
WITH	O. SHAKED DISPOSITIVE FOWER	
	0	
9. AGGREGATE AM	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,360,759	•	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	N SHARES
23,957,382*	k	[x]
11. PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
4.2%		
12. TYPE OF REPO	ORTING PERSON	
CO		
* C.V. Nalley III	expressly disclaims beneficial ownership of the	shares of

^{*} 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.

CUSIP NO. 043436	104	13G	
1. NAME OF REPO	RTING PERSON IFICATION NO. OF AB	OVE PERSON	
THOMAS F.	MCLARTY III		
2. CHECK THE API	PROPRIATE BOX IF A	MEMBER OF A GROUP	
			(a) [x] (b) [_]
3. SEC USE ONLY			
4. CITIZENSHIP	OR PLACE OF ORGANIZ	ATION	
USA			
	5. SOLE VOTING	pOWER	
NUMBER OF		0	
SHARES	6. SHARED VOTI		
BENEFICIALLY	25,318,	1/11	
OWNED BY			
EACH	7. SOLE DISPOS	SITIVE POWER	
REPORTING	454,114		
PERSON	8. SHARED DISP	POSITIVE POWER	
WITH		0	
9. AGGREGATE AM	OUNT BENEFICIALLY O	WNED BY EACH REPORTING F	PERSON
454,114			
		INT IN ROW (9) EXCLUDES (
24,864,027*			[x]
11. PERCENT OF C	LASS REPRESENTED BY	/ AMOUNT IN ROW (9)	
1.4%			
12. TYPE OF REPO			
IN			
* Thomas F. McLart	y III expressly dis	sclaims beneficial owners	ship of the shares

^{*} 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. 04343610	94 	136	
1. NAME OF REPOR	TING PERSON FICATION NO. OF ABOVE PE	ERSON	
LUTHER COG	GIN		
2. CHECK THE APPI	ROPRIATE BOX IF A MEMBER	R OF A GROUP	
		(a) [x] (b) [_]	
3. SEC USE ONLY			
4. CITIZENSHIP O	R PLACE OF ORGANIZATION		
USA			
	5. SOLE VOTING POWER	R	
NUMBER OF		0	
SHARES	e CHAREN VOTING DON	JED	
BENEFICIALLY	6. SHARED VOTING POW		
OWNED BY	25,318,		
EACH	7. SOLE DISPOSITIVE	POWER	•
REPORTING	353,016		
PERSON WITH	8. SHARED DISPOSITIV	ve power	
	0		
9. AGGREGATE AMOI	JNT BENEFICIALLY OWNED E	BY EACH REPORTING PERSON	
353,016			
	ΓΗΕ AGGREGATE AMOUNT IN	ROW (9) EXCLUDES CERTAIN SHARES	
24,965,125*		[x]	
11. PERCENT OF CL	ASS REPRESENTED BY AMOUN		
1.1%			
12. TYPE OF REPOR	ΓING PERSON		
IN			
* Luther Coggin ind:	ividually holds 353,016	shares of Asbury Automotive Group, e Tracey C. Hawkins 1999 Att Trust,	

^{*} Luther Coggin individually holds 353,016 shares of Asbury Automotive Group, Inc. Luther Coggin acts as Trustee for the Tracey C. Hawkins 1999 Att Trust, the Christy C. Hayden 1999 Att Trust and the Cindy C. Coggin 1999 Att Trust, which each hold 36,135 shares of Asbury Automotive Group, Inc. 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. 0434361	104	13G	
1. NAME OF REPOR		E PERSON	
TRACEY C.	HAWKINS 1999 ATT TRUS	ST	
	PROPRIATE BOX IF A MEM	MBER OF A GROUP	
		(a) [x] (b) [_]	
3. SEC USE ONLY			
	OR PLACE OF ORGANIZATI	ION	
Florida			
	5. SOLE VOTING PO	DWER	
NUMBER OF		0	
SHARES	C CHAPED VOTING	DOLUTED	
BENEFICIALLY	6. SHARED VOTING		
OWNED BY	25,3	318, 141	
EACH	7. SOLE DISPOSITI	IVE POWER	
REPORTING	36,135		
PERSON			
WITH	8. SHARED DISPOSI	ITIVE POWER	
	0)	
		ED BY EACH REPORTING PERSON	
36,135			
10. CHECK BOX IF	THE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES CERTAIN SHAR	ES
25,282,006*]	[x]
11. PERCENT OF C	LASS REPRESENTED BY AM	10UNT IN ROW (9)	
0.1%			
12. TYPE OF REPOR			
00			
		assly disclaims banaficial owners	

^{*} Tracey C. Hawkins 1999 Att Trust 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 REPORT	RTING PERSON IFICATION NO. OF	ABOVE PERSON	
CHRISTY C	. HAYDEN 1999 AT	T TRUST	
		A MEMBER OF A GROUP	
			(a) [x] (b) [_]
3. SEC USE ONLY			
4. CITIZENSHIP		NIZATION	
Florida			
	5. SOLE VOT	ING POWER	
NUMBER OF		0	
SHARES	C CHARED W	OTING DOUED	
BENEFICIALLY	6. SHARED V	OTING POWER	
OWNED BY		25,318,141	
EACH	7. SULE DIS	POSITIVE POWER	
REPORTING	36,135		
PERSON		ISPOSITIVE POWER	
WITH	O. SHARED D	13PU3111VE PUWER	
		0	
9. AGGREGATE AMO	OUNT BENEFICIALL	Y OWNED BY EACH REPORT	ING PERSON
36,135			
		MOUNT IN ROW (9) EXCLUE	DES CERTAIN SHARES
25, 282, 006*			[x]
11. PERCENT OF C	LASS REPRESENTED	BY AMOUNT IN ROW (9)	
0.1%			
12. TYPE OF REPOR			
00			
		avnracely disclaims ha	enoficial ownership of

^{*} Christy C. Hayden 1999 Att Trust 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. 0434361		13G
		130
1. NAME OF REPOR I.R.S. IDENTI	RTING PERSON FICATION NO. OF ABOVE	PERSON
CINDY C. C	COGGIN 1999 ATT TRUST	
2. CHECK THE APP	PROPRIATE BOX IF A MEME	BER OF A GROUP
		(a) [x] (b) [_]
3. SEC USE ONLY		
	OR PLACE OF ORGANIZATION	ON
Florida		
	5. SOLE VOTING POW	 WER
NUMBER OF		0
SHARES	6. SHARED VOTING F	POWER
BENEFICIALLY	0. 025 .020	25, 318, 141
OWNED BY		
EACH	7. SOLE DISPOSITIV	VE POWER
REPORTING	36,135	
PERSON WITH	8. SHARED DISPOSIT	TIVE POWER
	0	
	DUNT BENEFICIALLY OWNER	D BY EACH REPORTING PERSON
36,135		
		IN ROW (9) EXCLUDES CERTAIN SHARES
25,282,006*		[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMO	
0.1%		
12. TYPE OF REPOR		
00		
		ly disclaims hanaficial ownership of the

^{*} Cindy C. Coggin 1999 Att Trust 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. 04343616	 14 	136	
1. NAME OF REPORT I.R.S. IDENTIF	ING PERSON ICATION NO. OF ABOVE P	ERSON	
CHARLIE (C.	B.) TOMM AND ANITA DES	AUSSURE TOMM, TENANTS B	Y THE
EN	ITIRETIES		
2. CHECK THE APPR	OPRIATE BOX IF A MEMBE	R OF A GROUP	
		(a) [x] b) [_]
3. SEC USE ONLY			
	PLACE OF ORGANIZATION		
USA	TEACE OF CHOMIZATION		
	5. SOLE VOTING POWE	R	
NUMBER OF		0	
SHARES -			
BENEFICIALLY	6. SHARED VOTING PO	WER	
OWNED BY	25,318,141		
EACH -	7. SOLE DISPOSITIVE	POWER	
REPORTING	134,870		
PERSON -	8. SHARED DISPOSITI	VE POWER	
	0		
9. AGGREGATE AMOL	NT BENEFICIALLY OWNED	BY EACH REPORTING PERSO	N
134,870			
10. CHECK BOX IF T	HE AGGREGATE AMOUNT IN	ROW (9) EXCLUDES CERTA	IN SHARES
25,183,271*			[x]
11. PERCENT OF CLA	SS REPRESENTED BY AMOU	NT IN ROW (9)	
0.4%			
12. TYPE OF REPORT			
00			
	m and Anita DeSaussure	Tomm, Tenants by the E	ntireties,

^{*} 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. 0434361	
1. NAME OF REPOR I.R.S. IDENTI	FICATION NO. OF ABOVE PERSON
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	R PLACE OF ORGANIZATION
North Caro	lina
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	C. CHAPPA MOTTHS POLICE
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	25,318,141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	225,845
PERSON WITH	8. SHARED DISPOSITIVE POWER
	Θ
9. AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
225,845	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,092,296*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.7%	
12. TYPE OF REPOR	TING PERSON
00	
	LC expressly disclaims beneficial ownership of the shares of

^{*} CNC Automotive, 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. 04343610	
1. NAME OF REPORT I.R.S. IDENTIF	ICATION NO. OF ABOVE PERSON
2. CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	Θ
SHARES -	6. SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	25, 318, 141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	538,972
PERSON -	a cuape proportive poure
WITH	8. SHARED DISPOSITIVE POWER
	О
9. AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON
538,972	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
24,779,169*	[x]
	SS REPRESENTED BY AMOUNT IN ROW (9)
1.7%	
12. TYPE OF REPORT	ING PERSON
IN	
	essly disclaims beneficial ownership of the shares of Asbury

^{*} 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. 043436	104	13G	
1. NAME OF REPO I.R.S. IDENT	RTING PERSON IFICATION NO. OF ABOVE PI	ERSON	
JIW ENTER	PRISES IRREVOCABLE TRUST	OF 2003	
2 CUECK THE AD	PROPRIATE BOX IF A MEMBE	P OE A CPOUD	
Z. CHECK THE AF	FROFRIATE BOX IT A MEMBER		
		(a) [x] (b) [_]	
3. SEC USE ONLY			
4. CITIZENSHIP	OR PLACE OF ORGANIZATION		
USA			
USA			
	5. SOLE VOTING POWER	R	
NUMBER OF		0	
SHARES			
BENEFICIALLY	6. SHARED VOTING PO	WER	
OWNED BY	25,318,	, 141	
EACH	7. SOLE DISPOSITIVE	POWER	
REPORTING	1,280,037		
PERSON	8. SHARED DISPOSITIV	VE POWER	
WITH			
	0		
	OUNT DENETICIALLY OWNED I	DV FACIL DEPORTING DEPORM	
9. AGGREGATE AM	OUNT BENEFICIALLY OWNED	BY EACH REPORTING PERSON	
1,280,037			
10. CHECK BOX IF	THE AGGREGATE AMOUNT IN	ROW (9) EXCLUDES CERTAIN SHARES	
24,038,104*		[x]	
11. PERCENT OF C	LASS REPRESENTED BY AMOUI	NT IN ROW (9)	
3.9%		, ,	
3.3%			
12. TYPE OF REPO	RTING PERSON		
00			
			
		_	
		3 expressly disclaims beneficial	d by

^{*} JIW Enterprises Irrevocable Trust of 2003 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 PERSO I.R.S. IDENTIFICATION N JIW FUND I, LLC	
JIW FOND I, LLC	
2. CHECK THE APPROPRIATE B	
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP OR PLACE OF	ORGANIZATION
USA	
	E VOTING POWER
NUMBER OF	0
SHARES	DED VOTING DOUTE
BENEFICIALLY	RED VOTING POWER
OWNED BY	25, 318, 141
EACH 7. SOL	E DISPOSITIVE POWER
REPORTING 11	7,554
LENGON	RED DISPOSITIVE POWER
	0
9. AGGREGATE AMOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
117,554	
	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,200,587*	[x]
11. PERCENT OF CLASS REPRES	
0.4%	
12. TYPE OF REPORTING PERSO	
00	
	isclaims beneficial ownership of the shares of

^{*} 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. 043436	
1. NAME OF REPO	ORTING PERSON TIFICATION NO. OF ABOVE PERSON
DMCD AUTO	OS IRVING, INC.
2. CHECK THE AF	PROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	OR PLACE OF ORGANIZATION
Texas	
	5. SOLE VOTING POWER
NUMBER OF	Θ
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	25,318,141
OWNED BY	
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	754,867
PERSON WITH	8. SHARED DISPOSITIVE POWER
	0
9. AGGREGATE AM 754,867	NOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10. CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
24,563,274*	[x]
	CLASS REPRESENTED BY AMOUNT IN ROW (9)
12. TYPE OF REPO	PRTING PERSON
CO	
	ng, Inc. expressly disclaims beneficial ownership of the share

^{*} 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 I.R.S. IDENTIFICA	
DMCD AUTOS HO	JSTON, INC.
	RIATE BOX IF A MEMBER OF A GROUP
Z. CHECK THE AFFRON	TATE BOX IT A PIEMBER OF A GROOT
	(a) [x]
	(b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP OR P	
Taylan	
Texas	
5	SOLE VOTING POWER
NUMBER OF	0
NOTIDEN OF	Ü
SHARES	OULDED VOTENO DOUTE
6 BENEFICIALLY	. SHARED VOTING POWER
DENEI TOTALLI	25,318,141
OWNED BY	
EACH 7	SOLE DISPOSITIVE POWER
REPORTING	320,226
KLFOKTING	320,220
LINOON	CHAPED DICEOCCITIVE DOUED
WITH	SHARED DISPOSITIVE POWER
	0
9. AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
222 222	
320,226	
10. CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
24,997,915*	[x]
	-
	DEDDECENTED BY AMOUNT IN DOW (0)
II. PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (9)
1.0%	
12. TYPE OF REPORTING	
20	
CO	
* DMOD Aut == 11	The summerally displains beneficial 1997 (1997)
ື່ ບMCD AUTOS HOUSTON,	Inc. expressly disclaims beneficial ownership of the

^{*} 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.

011078 NO 0404004	
CUSIP NO. 0434361	04 13G
1. NAME OF REPOR	TING PERSON
I.R.S. IDENTI	FICATION NO. OF ABOVE PERSON
DAVE WEGNE	R
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP 0	R PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	25,318,141
OWNED BY	
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	76,835
PERSON	O CHARD DICEOCITIVE DOUGD
WITH	8. SHARED DISPOSITIVE POWER
	Θ
	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
76,835	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,241,306*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%	
12. TYPE OF REPOR	TING PERSON
IN	
	essly disclaims hanaficial ownership of the shares of Ashury

^{*} Dave Wegner 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
	RTING PERSON IFICATION NO. OF ABOVE PERSON ASSOCIATES INC.
2. CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	OR PLACE OF ORGANIZATION
North Car	olina
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6 CHAREN VOTING DOMER
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	25, 318, 141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	152,930
PERSON	8. SHARED DISPOSITIVE POWER
WITH	O. SHARED DISPOSITIVE FOWER
	0
9. AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
152,930	
10. CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,165,211*	[x]
11. PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%	
12. TYPE OF REPO	RTING PERSON
CO	
* Childs & Associa	tes Inc. expressly disclaims beneficial ownership of the

^{*} 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. 04343	36104 13G
1. NAME OF REP	PORTING PERSON ITIFICATION NO. OF ABOVE PERSON
ROBERT E	E. GRAY
2. CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONL	
	OR PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	25, 318, 141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	329,378
PERSON WITH	8. SHARED DISPOSITIVE POWER
	Θ
9. AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
329,378	
10. CHECK BOX I	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
24,988,763	
	CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.0%	
 12. TYPE OF REP	PORTING PERSON

^{*} 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.

REPORTING PERSON IDENTIFICATION NO. OF ABOVE PERSON
SON FAMILY PARTNERSHIP, L.P.
THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [x] (b) [_]
ONLY
ISHIP OR PLACE OF ORGANIZATION
nsylvania
5. SOLE VOTING POWER
0F 0
6. SHARED VOTING POWER
25, 318, 141
23, 310, 141
7. SOLE DISPOSITIVE POWER
45,840
8. SHARED DISPOSITIVE POWER
0
TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
340
BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
2,301* [x/]
OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
REPORTING PERSON

^{*} 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.

CUSIP NO. 0434361	04 13G
1. NAME OF REPOR	TING PERSON FICATION NO. OF ABOVE PERSON
THOMAS G.	MCCOLLUM
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP 0	R PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	25,318,141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	23,140
PERSON	
WITH	8. SHARED DISPOSITIVE POWER
	0
	UNIT DENETTOTALLY OWNED BY FACIL DEDODITING DEDOON
	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,140	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,295,001*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.07%	
12. TYPE OF REPOR	TING PERSON
IN	
* Thomas G McCollu	m expressly disclaims beneficial ownership of the shares of

^{*} 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. 0434361	04 13G
1. NAME OF REPOR I.R.S. IDENTI	TING PERSON FICATION NO. OF ABOVE PERSON
DEALER GRO	UP LLC
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	R PLACE OF ORGANIZATION
OREGON	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	25 240 444
OWNED BY	25, 318, 141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	1,369,016
PERSON	8. SHARED DISPOSITIVE POWER
WITH	
	Θ
9. AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,369,016	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
23,949,125*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
4.2%	
12. TYPE OF REPOR	TING PERSON
00	
* Dealer Group LLC	expressly disclaims beneficial ownership of the shares of

^{*} Dealer Group 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. 0434361	04 13G
1. NAME OF REPOR I.R.S. IDENTI	TING PERSON FICATION NO. OF ABOVE PERSON
NOEL E. DA	NIELS
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP 0	R PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	Θ
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	25,318,141
OWNED BY	
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	38,750
PERSON	8. SHARED DISPOSITIVE POWER
WITH	O. SHARED DISPOSITIVE FOWER
	Θ
9. AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
38,750	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,279,391*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.12%	
12. TYPE OF REPOR	TING PERSON
IN	
* Noel E. Daniels e	xpressly disclaims beneficial ownership of the shares of

^{*} 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 REPO I.R.S. IDENT	RTING PERSON IFICATION NO. OF ABOVE PERSON
NANCY D.	NOBLE
2. CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP	OR PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	
BENEFICIALLY	6. SHARED VOTING POWER
OWNED BY	25,318,141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	41,099
PERSON	
WITH	8. SHARED DISPOSITIVE POWER
	0
	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
41,099	
10. CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,277,042*	[x]
11. PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)
0.13%	
12. TYPE OF REPO	RTING PERSON
IN	
	variously disclaims handficial awaarship of the charge of

^{*} 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. 0434361	04 13G
1. NAME OF REPOR I.R.S. IDENTI	TING PERSON FICATION NO. OF ABOVE PERSON
STEVE M. I	NZINNA
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
4. CITIZENSHIP 0	R PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	05 040 444
OWNED BY	25,318,141
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	19,375
PERSON	8. SHARED DISPOSITIVE POWER
WITH	
	0
9. AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,375	
	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25, 298, 766*	[x]
	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.06%	
12. TYPE OF REPOR	
IN	
* Steve M. Inzinna	expressly disclaims beneficial ownership of the shares of

^{*} 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. 0434361	 04 13G
1. NAME OF REPORT I.R.S. IDENTI	TING PERSON FICATION NO. OF ABOVE PERSON
STEPHEN M.	SILVERIO
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP
	(a) [x] (b) [_]
3. SEC USE ONLY	
	R PLACE OF ORGANIZATION
USA	
	5. SOLE VOTING POWER
NUMBER OF	0
SHARES	6. SHARED VOTING POWER
BENEFICIALLY	25,318,141
OWNED BY	
EACH	7. SOLE DISPOSITIVE POWER
REPORTING	22,370
PERSON WITH	8. SHARED DISPOSITIVE POWER
	0
	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,370	
10. CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,295,771*	[x]
11. PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
0.07%	
12. TYPE OF REPOR	TING PERSON
IN	
* Ot M Od 1	is summaral, disalsima banafisial sumamahin of the shaws of

^{*} 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.

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Item 1(a). Name of Issuer:
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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 F. MCLARTY III
LUTHER COGGIN
TRACEY C. HAWKINS 1999 ATT TRUST
CHRISTY C. HAYDEN 1999 ATT TRUST
CINDY C. COGGIN 1999 ATT TRUST

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

CNC AUTOMOTIVE, LLC
JOHN R. CAPPS
JIW ENTERPRISES IRREVOCABLE TRUST OF 2003
JIW FUND I, LLC
DMCD AUTOS IRVING, INC.
DMCD AUTOS HOUSTON, INC.
DAVE WEGNER
CHILDS & ASSOCIATES INC.
ROBERT E. GRAY
GIBSON FAMILY PARTNERSHIP, L.P.
THOMAS G. MCCOLLUM
DEALER GROUP LLC
NOEL E. DANIELS
NANCY D. NOBLE
STEVE M. INZINNA

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

STEPHEN M. SILVERIO

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 F. MCLARTY III 350 SALEM ROAD CONWAY, AR 72032

LUTHER COGGIN 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

TRACEY C. HAWKINS 1999 ATT TRUST C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

CHRISTY C. HAYDEN 1999 ATT TRUST C/O COGGIN AUTOMOTIVE GROUP 4306 PABLO OAKS COURT JACKSONVILLE, FL 32224

CINDY C. COGGIN 1999 ATT TRUST C/O COGGIN AUTOMOTIVE GROUP 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

CNC AUTOMOTIVE, LLC C/O CROWN AUTOMOTIVE GROUP 3633-C WEST WENDOVER AVENUE GREENSBORO, NC 27407

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

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003 C/0 JEFFREY I. WOOLEY COURTESY AUTOMOTIVE GROUP MERCEDES BENZ OF TAMPA 4636 N. DALE MABRY HWY TAMPA, FL 33614

JIW FUND I, LLC C/0 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 MCDAVID SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 235 DALLAS, TX 75248

DMCD AUTOS HOUSTON, INC. C/O DAVID MCDAVID MCDAVID SPORTS HOLDINGS 17120 DALLAS N. TOLLWAY, S# 235 DALLAS, TX 75248 DAVE WEGNER 708 PINEHOLLOW DRIVE FRIENDSHIP, TX 77546

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

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

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

DEALER GROUP LLC 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 F. MCLARTY III - USA
LUTHER COGGIN - USA
TRACEY C. HAWKINS 1999 ATT TRUST - FLORIDA
CHRISTY C. HAYDEN 1999 ATT TRUST - FLORIDA
CINDY C. COGGIN 1999 ATT TRUST - FLORIDA
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY
THE ENTIRETIES - USA

CNC AUTOMOTIVE, LLC - NORTH CAROLINA

JOHN R. CAPPS - USA

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003 - USA

JIW FUND I, LLC - USA

DMCD AUTOS IRVING, INC. - TEXAS

DMCD AUTOS HOUSTON, INC. - TEXAS

DAVE WEGNER - USA

CHILDS & ASSOCIATES INC. - NORTH CAROLINA

ROBERT E. GRAY - USA

GIBSON FAMILY PARTNERSHIP, L.P. - USA

THOMAS G. MCCOLLUM - USA
DEALER GROUP LLC - 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:

ASBURY AUTOMOTIVE HOLDINGS L.L.C.* C.V. NALLEY, III THOMAS F. MCLARTY, III LUTHER COGGIN TRACEY C. HAWKINS 1999 ATT TRUST CHRISTY C. HAYDEN 1999 ATT TRUST CINDY C. COGGIN 1999 ATT TRUST CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES

CNC AUTOMOTIVE, LLC

JOHN R. CAPPS

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003

JIW FUND I, LLC DMCD AUTOS IRVING, INC.

DMCD AUTOS HOUSTON, INC.

DAVE WEGNER

CHILDS & ASSOCIATES INC.

ROBERT E. GRAY

GIBSON FAMILY PARTNERSHIP, L.P.

THOMAS G. MCCOLLUM DEALER GROUP LLC 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

Af	ter r	easor	nable	inquiry	/ and	l to	the	best	of	my	know]	Ledge	and	belief,	I
certify	/ that	the	info	rmation	set	fort	h ir	n this	st	ate	ement	is t	rue,	complete	and
correct															

Date: February ____, 2004

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/ Timothy C. Collins

Name: Timothy C. Collins

Title:

RIPPLEWOOD PARTNERS L.P.

by: /s/ Timothy C. Collins

Name: Timothy C. Collins

Title:

COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy C. Collins

Name: Timothy C. Collins

Title: President

TIMOTHY C. COLLINS

by: /s/ Timothy C. Collins

Name: Timothy C. Collins

Title:

C.V. NALLEY, III

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

Name: C.V. Nalley, III

Title:

THOMAS F. MCLARTY, III

by: /s/ Thomas F. McLarty, III

Name: Thomas F. McLarty, III

Title:

LUTHER COGGIN

by: /s/ Luther Coggin

-----Name: Luther Coggin

Title:

TRACEY C. HAWKINS 1999 ATT TRUST

by: /s/ Luther Coggin

Name: Luther Coggin

Title: Trustee

CHRISTY C. HAYDEN 1999 ATT TRUST

by: /s/ Luther Coggin

Name: Luther Coggin

Title: Trustee

CINDY C. COGGIN 1999 ATT TRUST

by: /s/ Luther Coggin

Name: Luther Coggin

Title: Trustee

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

Title:

CNC AUTOMOTIVE, LLC

by: /s/ Michael S. Kearney

Name: Michael S. Kearney

Title: President

JOHN R. CAPPS

by: /s/ John R. Capps

Name: John R. Capps

Title:

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003

by: /s/ Jeffrey I. Wooley

.....

Name: Jeffrey I. Wooley

Title: Trustee

JIW FUND I, LLC

by: Jeffrey I. Wooley

Name: Jeffrey I. Wooley

Title:

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 DAVE WEGNER by: /s/ Dave Wegner Name: Dave Wegner Title: CHILDS & ASSOCIATES INC. by: /s/ William L. Childs, Sr. Name: William L. Childs, Sr. Title: President ROBERT E. GRAY by: /s/ Robert E. Gray -----Name: Robert E. Gray Title: GIBSON FAMILY PARTNERSHIP, L.P. by: /s/ Thomas Gibson _____ Name: Thomas Gibson Title: THOMAS G. MCCOLLUM by: /s/ Thomas G. McCollum -----Name: Thomas G. McCollum Title: DEALER GROUP LLC by: /s/ Scott L. Thomason Name: Scott L. Thomason Title: Manager NOEL E. DANIELS by: /s/ Noel E. Daniels Name: Noel E. Daniels Title:

NANCY D. NOBLE

by: /s/ Nancy D. Noble

-----Name: Nancy D. Noble Title:

STEVE M. INZINNA

by: /s/ Steve M. Inzinna

Name: Steve M. Inzinna

Title:

STEPHEN M. SILVERIO

by: /s/ Stephen M. Silverio

Name: Stephen M. Silverio

Title: