ASBURY AUTOMOTIVE GROUP

Welcome to Asbury Automotive.
Let's drive.

Investor Relations Presentation

August 2012

Forward Looking Statements

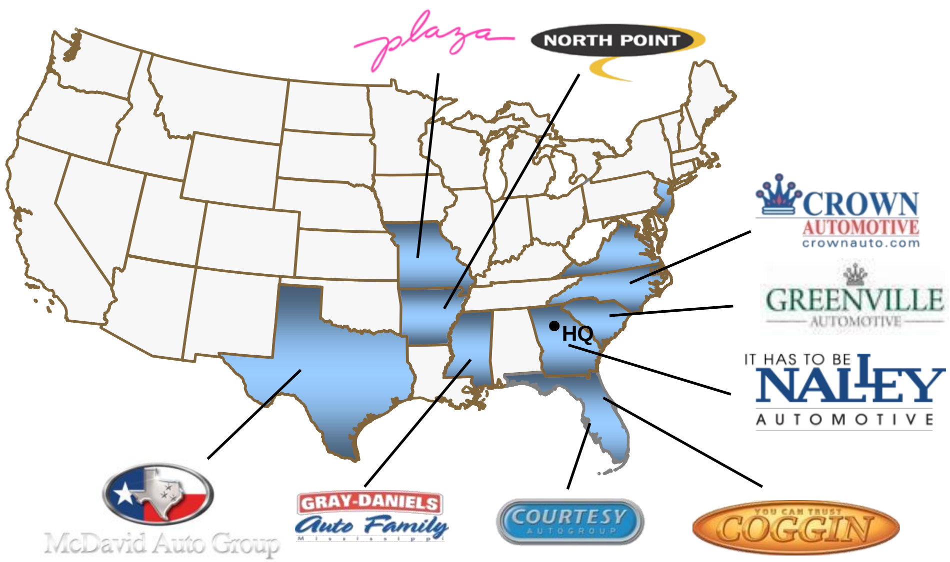
To the extent that statements in this presentation are not recitations of historical fact, such statements constitute “forward-looking statements" as such term is defined in the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this presentation may include statements relating to goals, plans, expectations, projections regarding our financial position, results of operations, market position, business strategy and expectations of our management with respect to, among other things: our relationships with vehicle manufacturers; our ability to improve our margins; operating cash flows and availability of capital; capital expenditures; the amount of our indebtedness; the completion of pending and future acquisitions and divestitures; future return targets; future annual savings; general economic trends, including consumer confidence levels, interest rates, and fuel prices; and automotive retail industry trends.

The following are some but not all of the factors that could cause actual results or events to differ materially from those anticipated, including: our ability to generate sufficient cash flows; our ability to improve our liquidity position; market factors and the future economic environment, including consumer confidence, interest rates, the price of oil and gasoline, the level of manufacturer incentives and the availability of consumer credit; the reputation and financial condition of vehicle manufacturers whose brands we represent and our relationships with such manufacturers, and their ability to design, manufacture, deliver and market their vehicles successfully; significant disruptions in the production and delivery of vehicles and parts for any reason, including natural disasters, affecting the manufacturers whose brand we sell; our ability to enter into and/or renew our framework and dealership agreements on favorable terms; the inability of our dealership operations to perform at expected levels or achieve expected return targets; our ability to successfully integrate recent and future acquisitions; changes in, failure or inability to comply with, laws and regulations governing the operation of automobile franchises, accounting standards, the environment and taxation requirements; our ability to leverage gains from our dealership portfolio; high levels of competition in the automotive retailing industry which may create pricing pressures on the products and services we offer; our ability to minimize operating expenses or adjust our cost structure; our ability to achieve our targeted leverage ratio; our ability to execute our capital expenditure plans; our ability to capitalize on opportunities to repurchase our debt and equity securities; our ability to achieve estimated future savings from our various cost saving initiatives and strategies; our ability to comply with our debt or lease covenants and obtain waivers for the covenants as necessary; the loss of key personnel; and the outcome of any pending or threatened litigation. These risks, uncertainties and other factors are disclosed in Asbury’s Annual Report on Form 10-K, subsequent quarterly reports on Form 10-Q and periodic and current reports filed with the Securities and Exchange Commission from time to time.

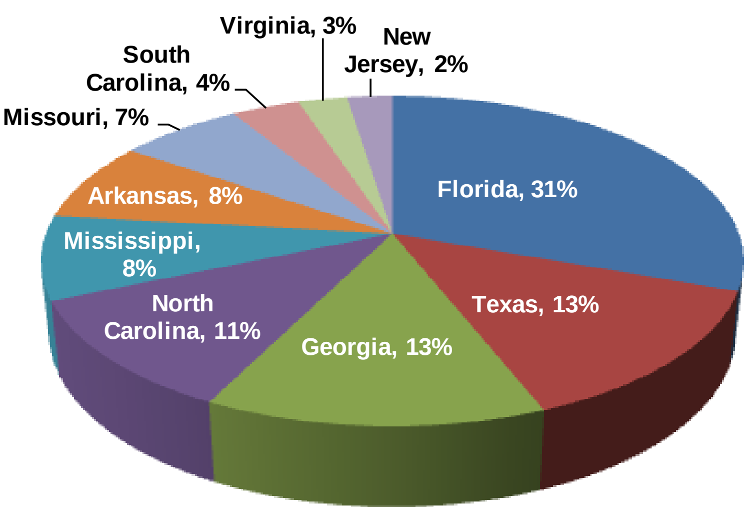
These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this presentation. We expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, whether as a result of new information, future events or otherwise.

Asbury Automotive Group (NYSE:ABG)

- Over $4.2 billion in total revenues in 2011
- 30 vehicle brands (86% luxury / import)
- 77 retail locations; 98 franchises
- 7th largest auto retailer
- Sold 71,449 new vehicles and 55,805 used retail vehicles in 2011
- Handled over 1.8 million repair orders



Revenue by State(1)



Diversified public automotive dealer group

(1) Based on new vehicle revenue for year ended 12/31/11

Attractive Brand Mix

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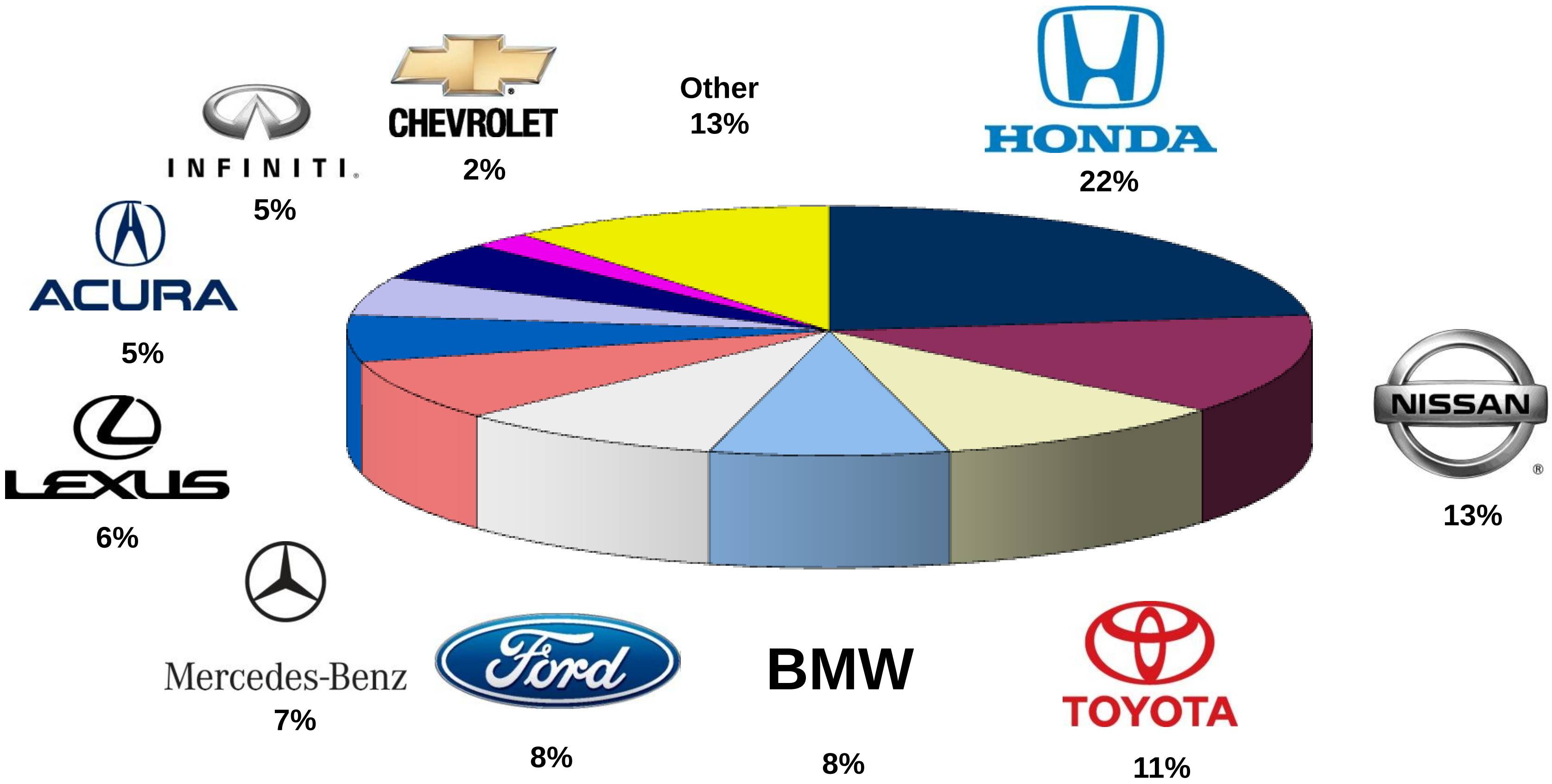


Very attractive portfolio of brands; high concentration of import and luxury

Note: Based on first half 2012 new vehicle revenue

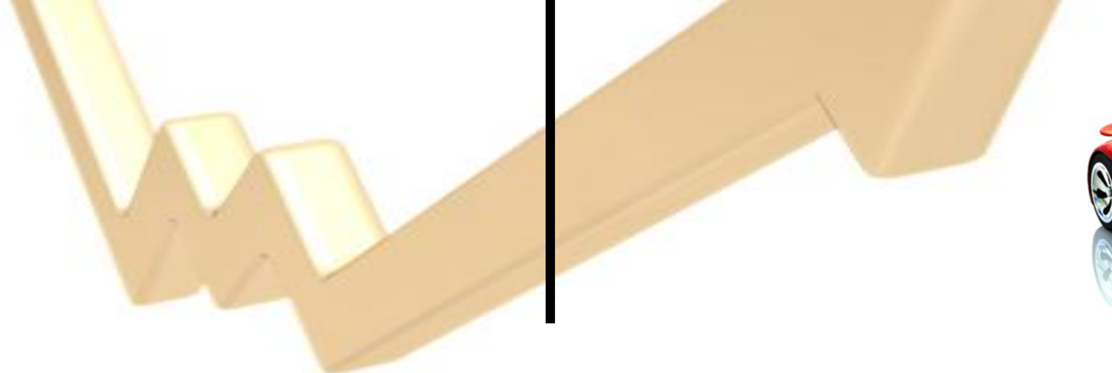
Asbury Transformation

Yesterday

- Highly levered
- Eight independent operating platforms
- High fixed cost structure to run multiple operating platforms
- Disparate systems across platforms

Today

- Leverage is 2.3x[1]
- Financial flexibility
- Fixed cost structure reduced from the consolidation of our regional platforms
- Common systems across all stores
- Standardized processes
- New seasoned senior management team



Asbury is a different company today

(1) AS of 6/30/2012. See slide 23 for leverage calculation and GAAP reconciliation

Asbury – Our Strategy

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Drive Operational Excellence

- Improve productivity
- Maintain high customer satisfaction
- Attract and retain the best talent
- Implement best practices
- Centralizing processes

Maximize Franchise Portfolio Returns

- Maintain diversified portfolio to reduce brand risk
- Opportunistically acquire value added franchises

Deploy Capital to Highest Returns

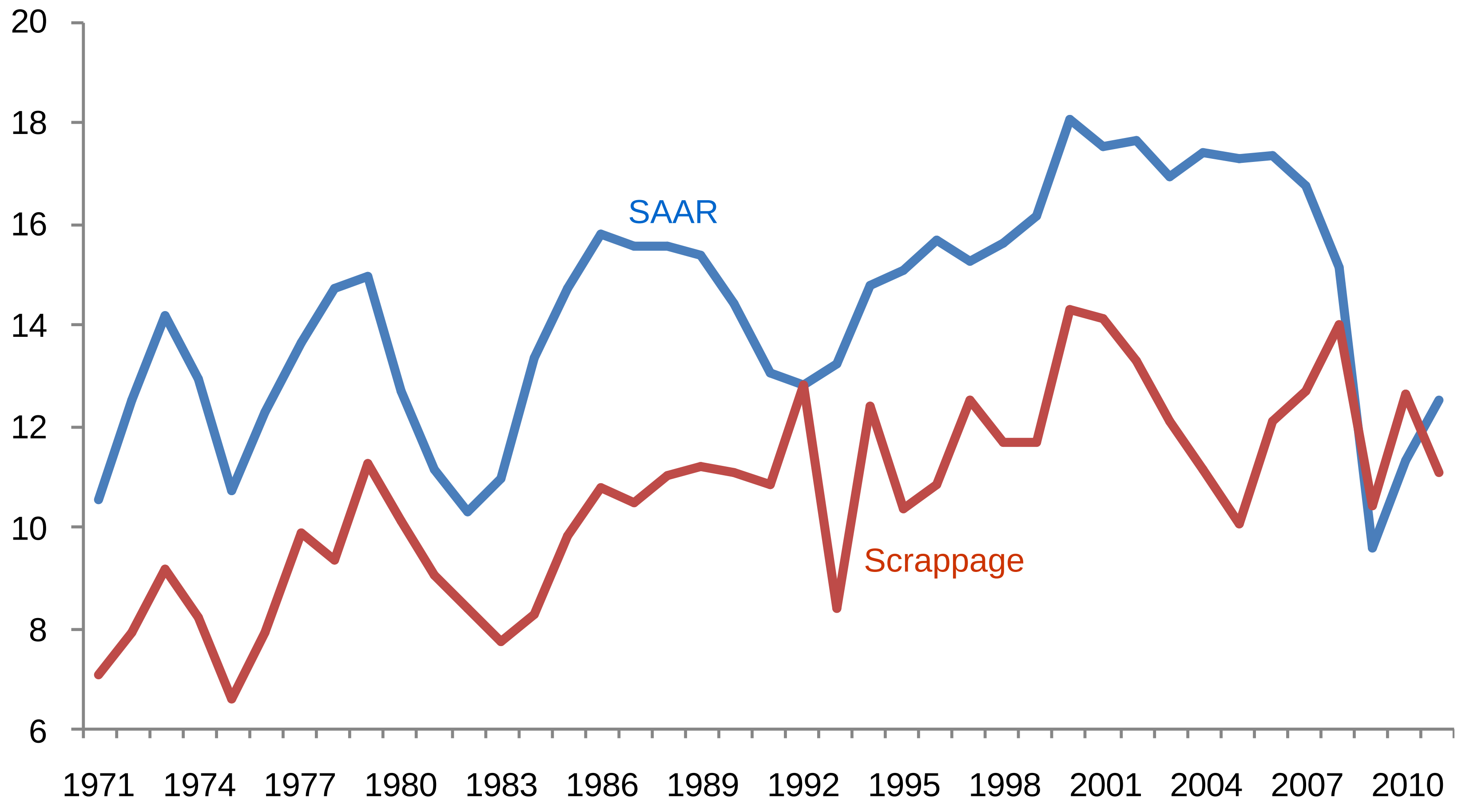
- Invest in our business and technologies
- Retire leases and debt to maintain a strong balance sheet
- Repurchase stock and return capital to shareholders

We will continue to drive shareholder value

Automotive Retailer Industry

U.S. Car Sales

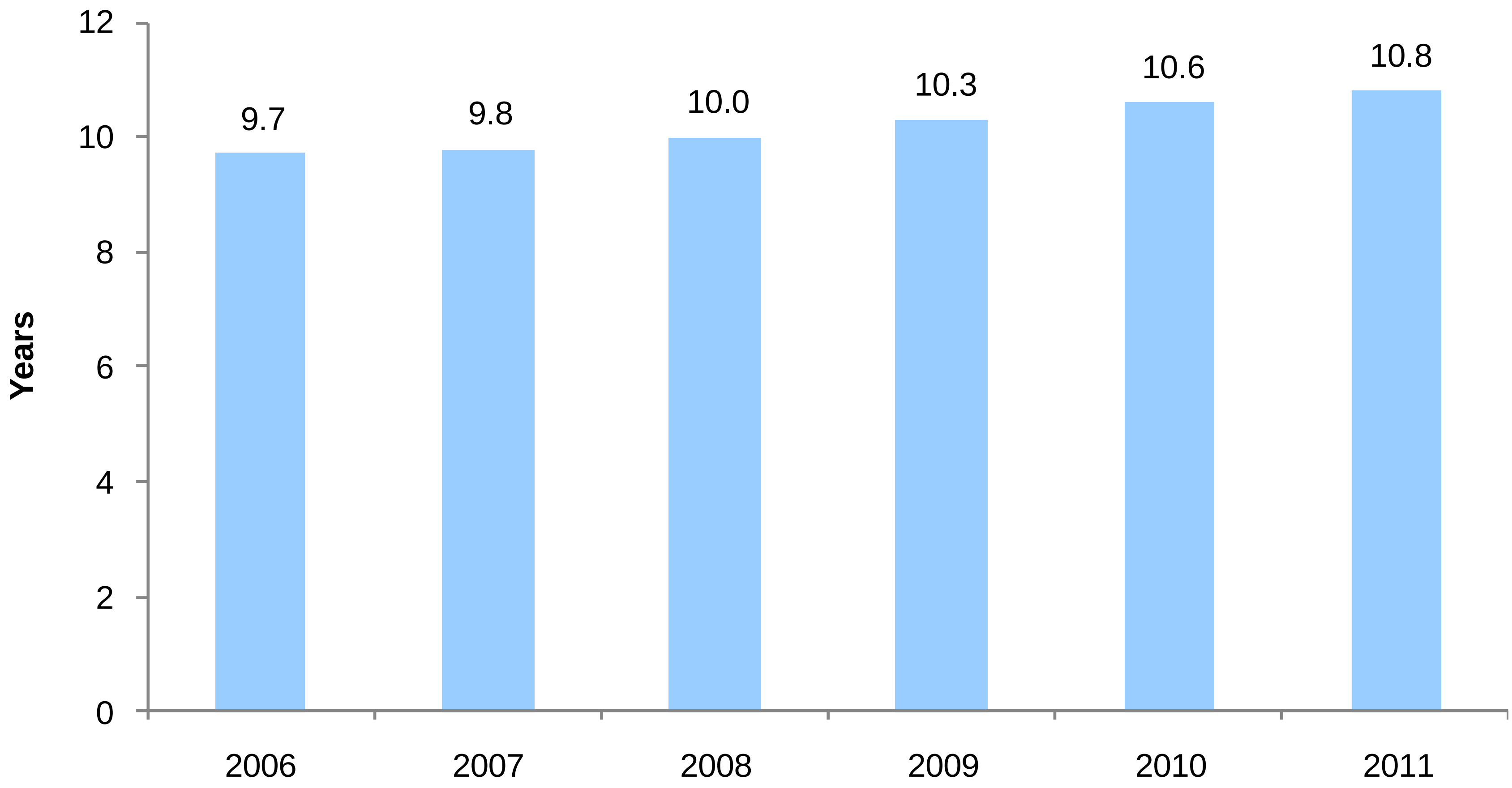
(in millions of units)



Auto sales are cyclical and near depressed scrappage levels

Source: Polk & Co. Metrics as of July 1, 2011 for the last twelve months

Average Age of U.S. Light Vehicle Fleet

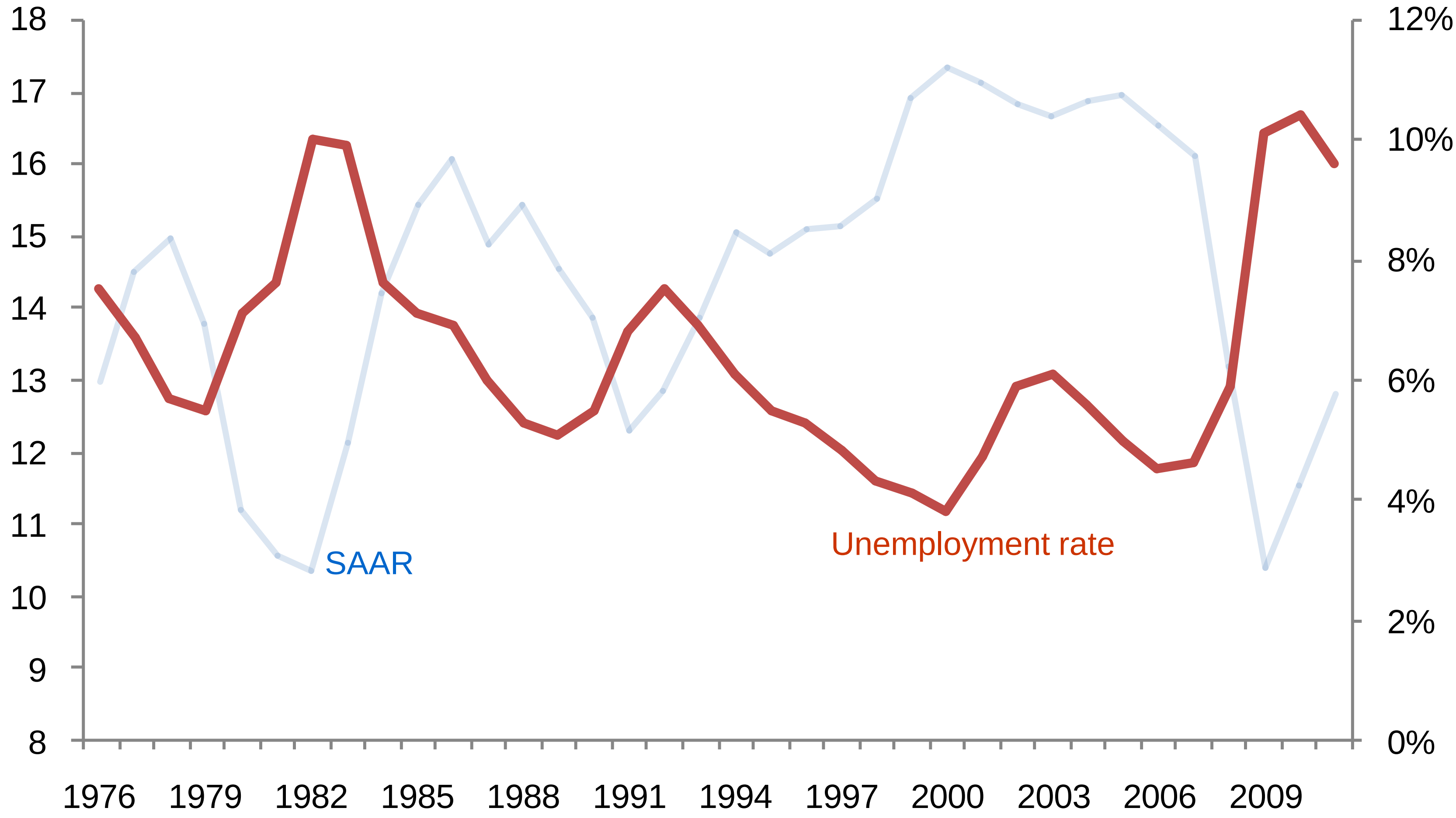


Age of U.S. light vehicle fleet has increased 11% since 2006

Source: Polk & Co. Metrics as of July 1, 2011

U.S. Car Sales

(SAAR, in millions of units)



Increased employment drives car sales

Source: Federal Reserve

Asbury's Performance

Historical Profitability vs. U.S. New Vehicle Unit Sales (MM)

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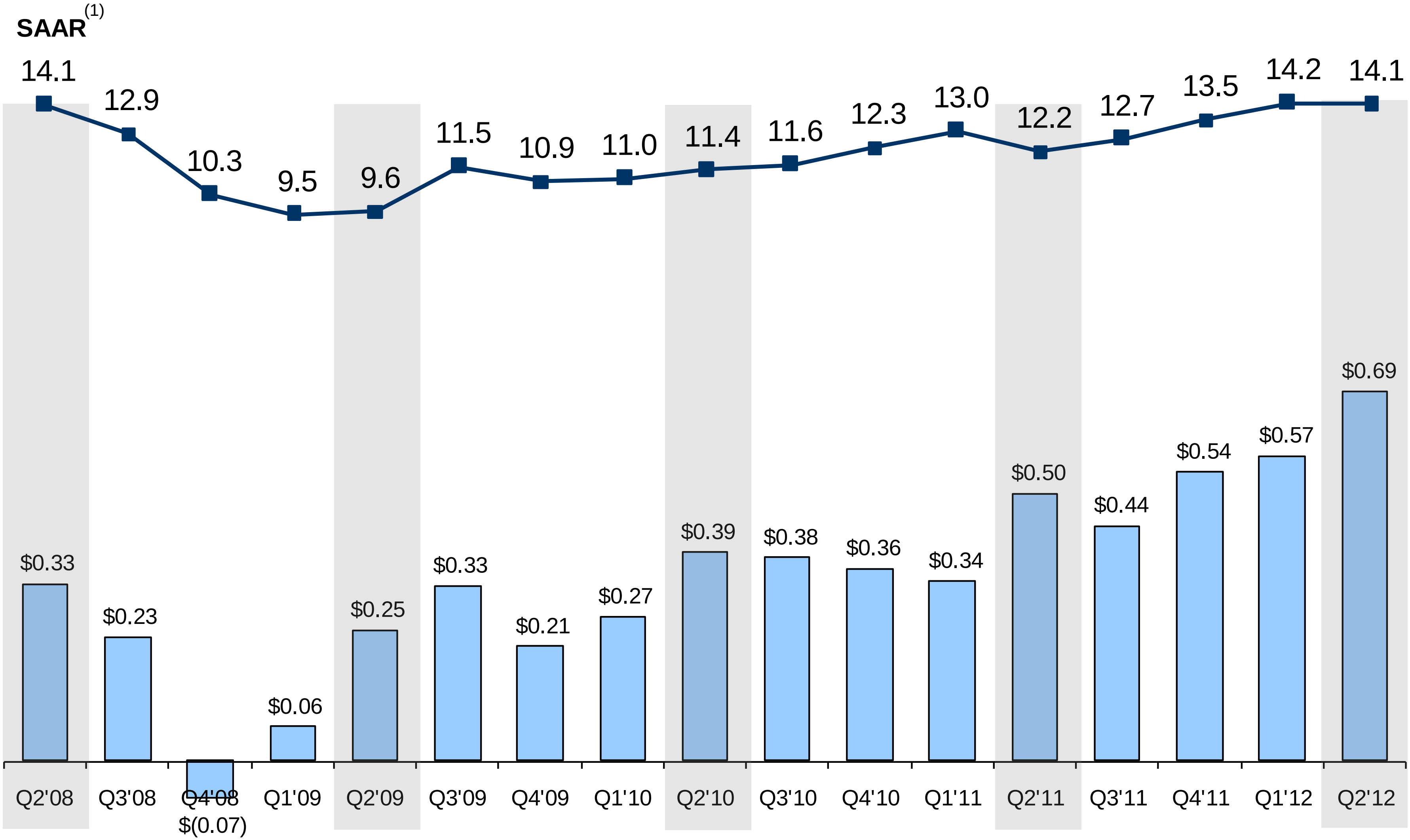
Adjusted Diluted Earnings per Share (EPS) from Continuing Operations



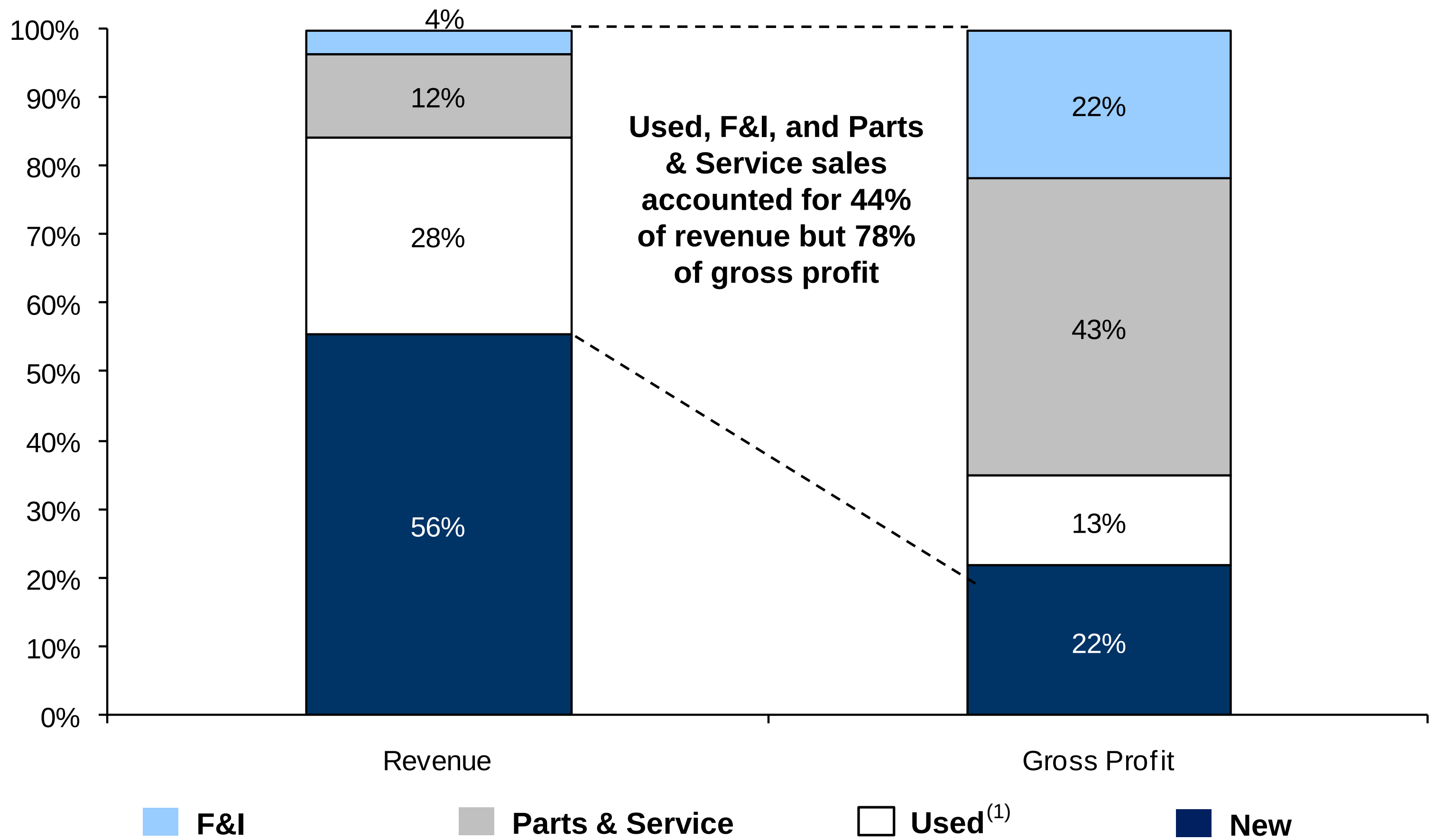
Our Company is now producing record levels of profitability with additional upside potential as the economy continues to recover

Note: Adjusted for reported non-core items. See slide 22 for GAAP reconciliation. Data has been updated to reflect the Company's discontinued operations as of June 30, 2012

(1) Source: Motor Intelligence.

What Drives Gross Profit?

(Q2 2012, same store)

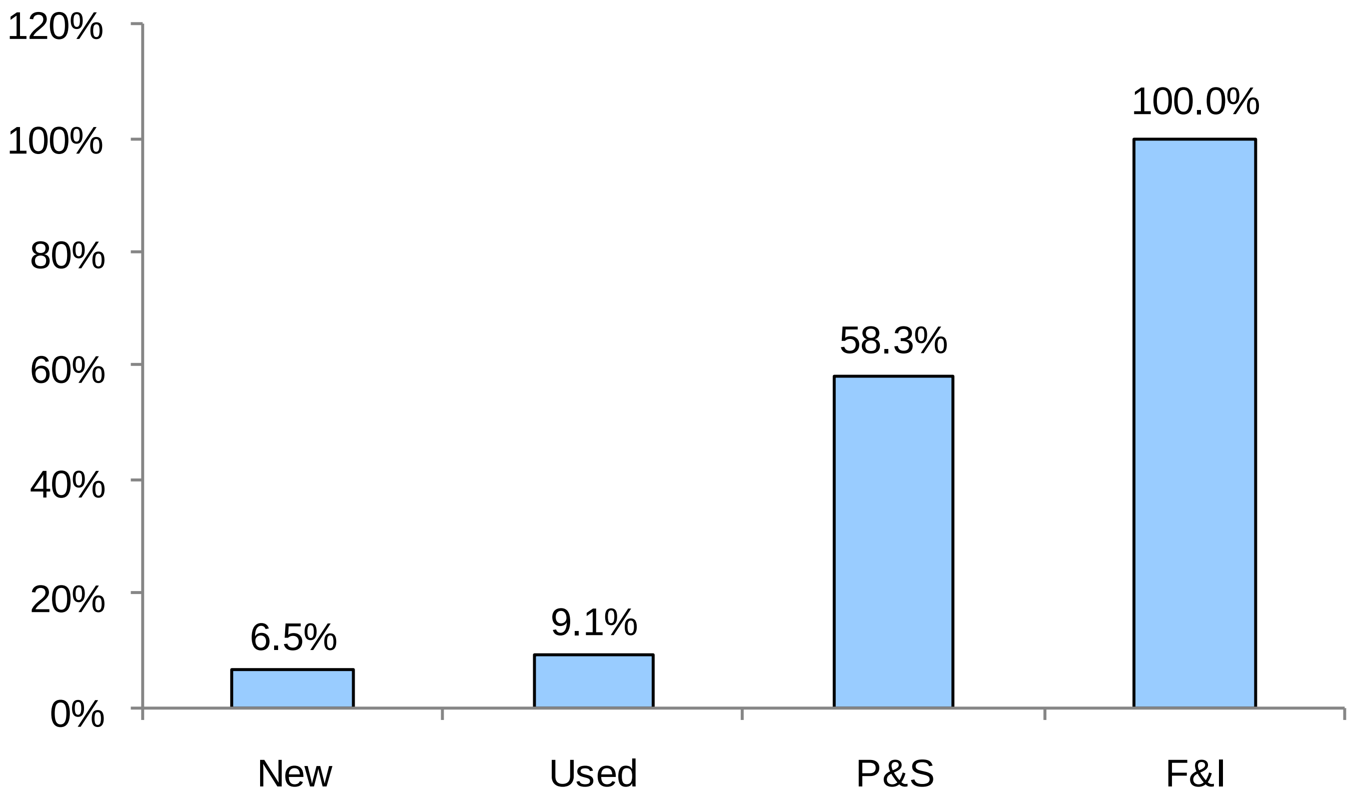


Used, F&I, and Parts & Service businesses account for 78% of gross profit

(1) Used includes wholesale business.

Light Vehicle Gross Margins

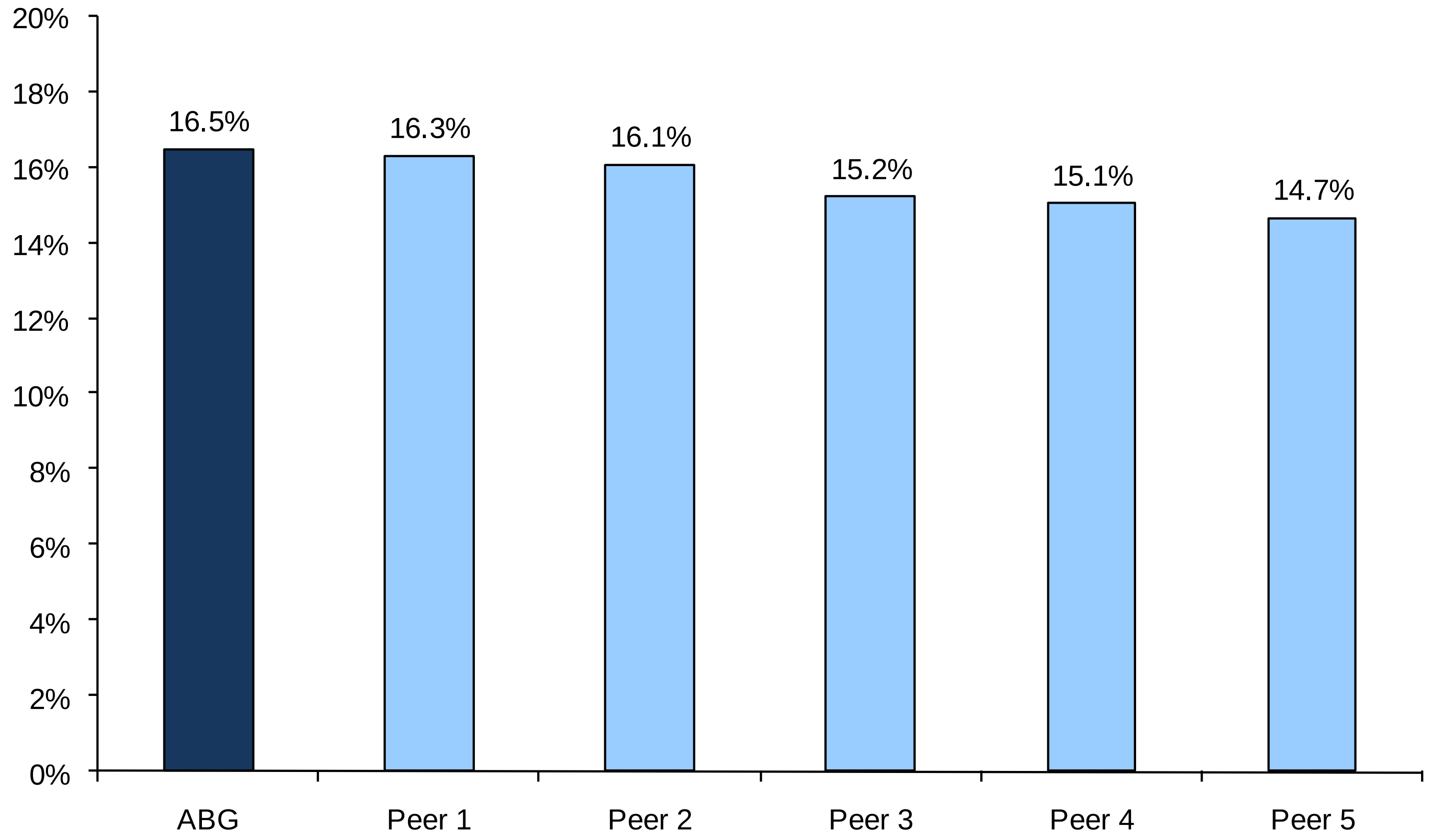
(Q2 2012, same store)



F&I and Parts & Service have significantly higher gross margins than New and Used vehicle sales

Gross Margins

(Q2 2012)

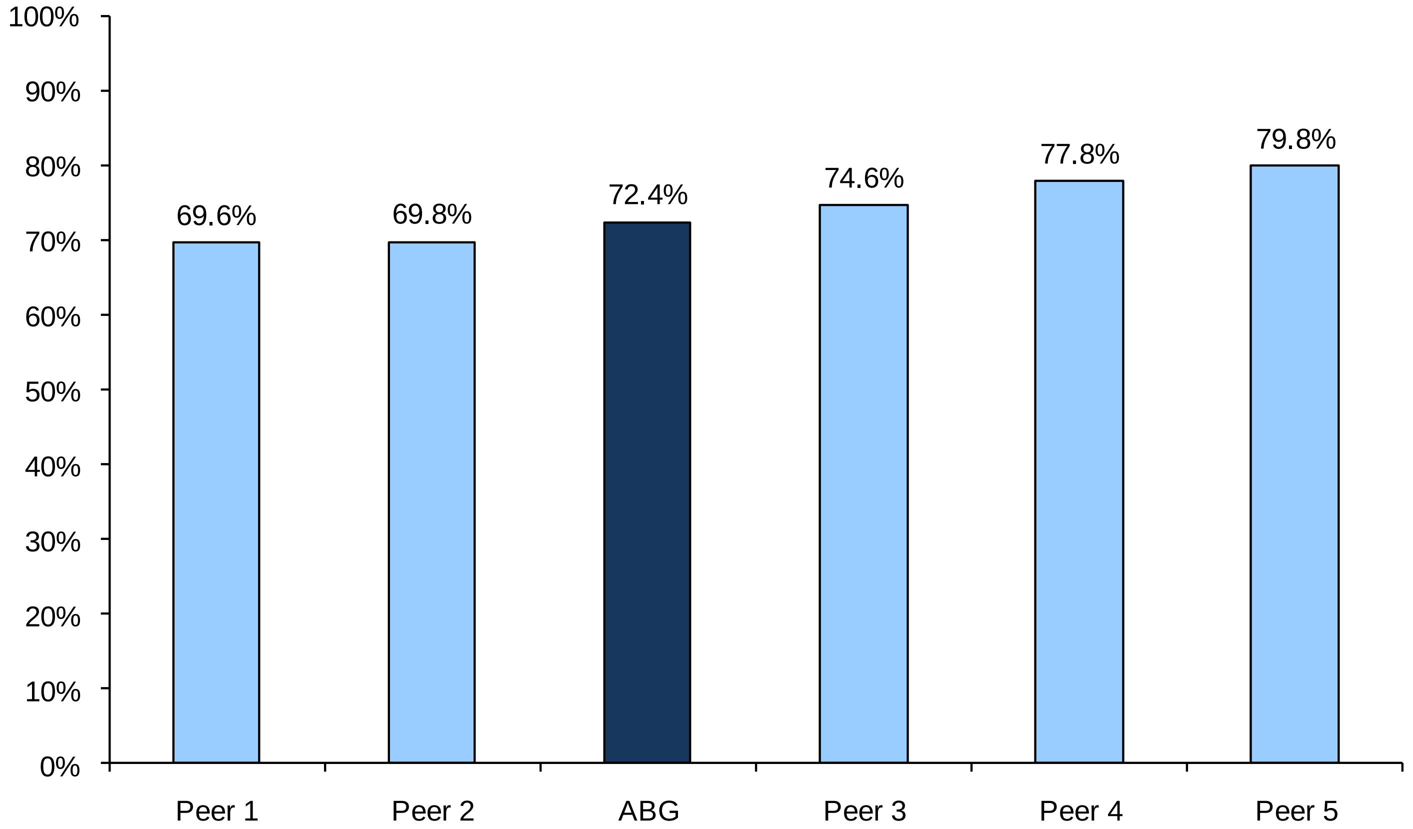


Asbury has industry leading gross margins…

Source: Q2 2012 SEC filings

Enhance Productivity

Q2 2012 SG&A as a % of Gross Profit

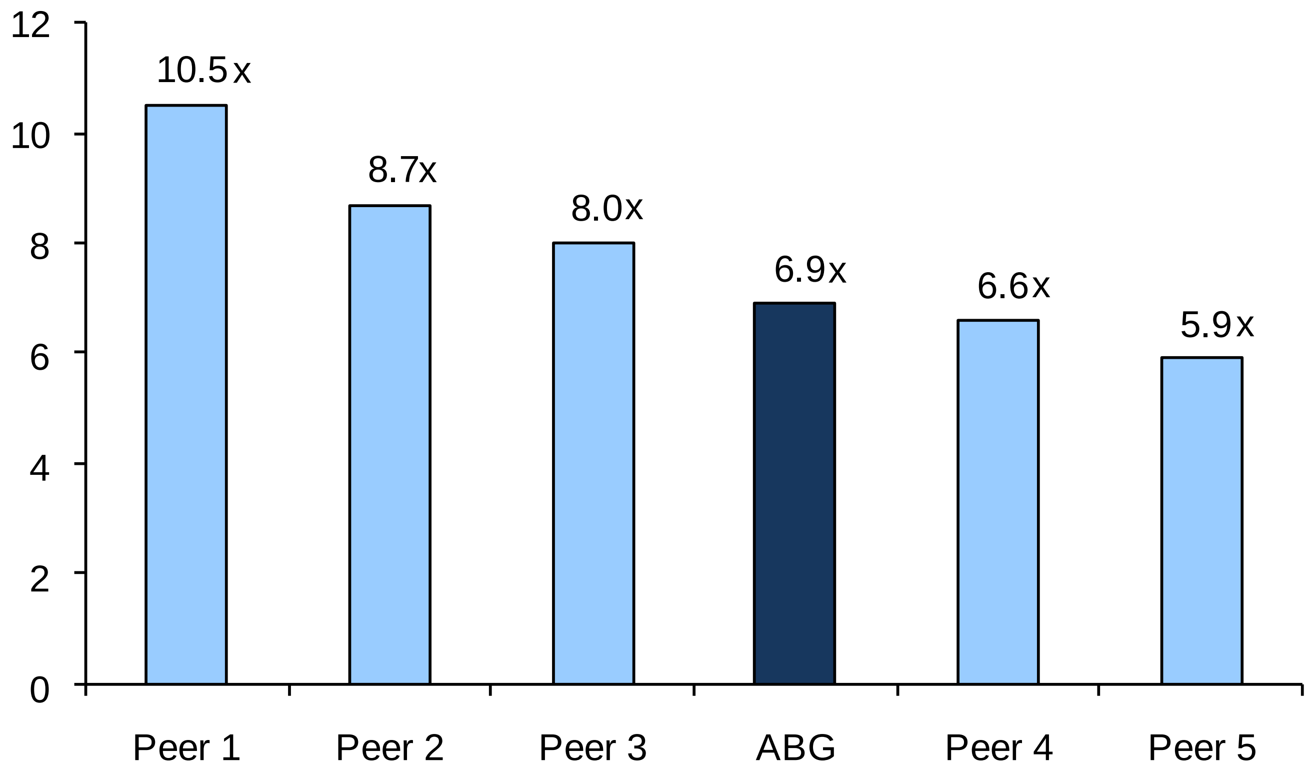


However, opportunity exists for continued productivity improvements

Note: Calculated from publicly available information for all publicly traded automotive retailers; SG&A for certain peers adjusted for reported non-core items

Auto Retailer Valuations

Enterprise Value (EV) as a Multiple of Adjusted EBITDA



Asbury receives a lower multiple than several of its peers

Source: Stephens Inc. August 2012
Note: According to source, EBITDA is adjusted for reported non-core items. See slide 23 for GAAP reconciliation of Asbury's Adjusted EBITDA. Data has been updated to reflect the Company's discontinued operations as of June 30, 2012
EV is the market value of net debt and equity
Adjusted EBITDA for last 12 months ended 6/30/2012

Return On Invested Capital (ROIC)

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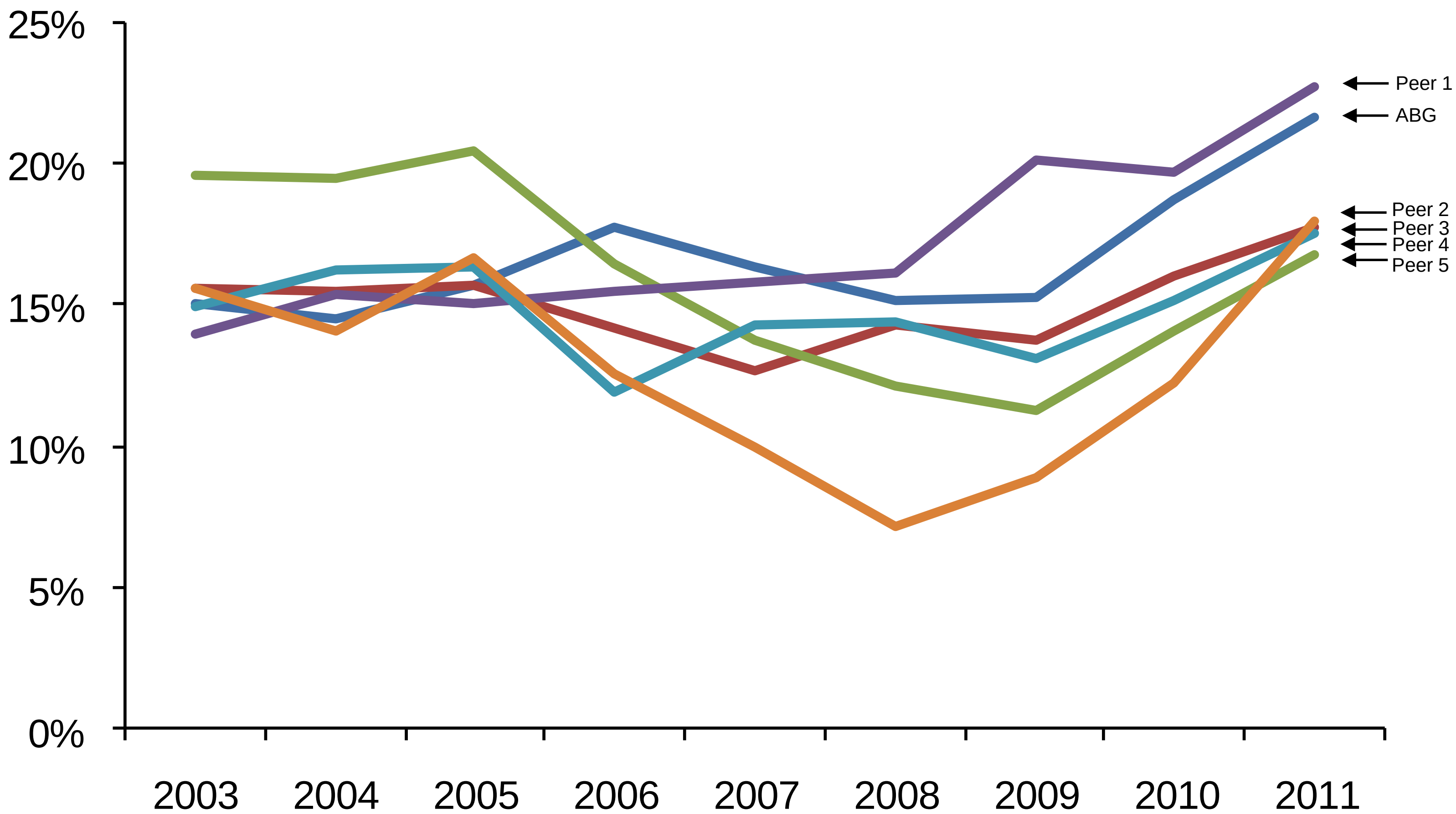
Adjusted EBITDA (as Reported) / (Debt + Stockholders' Equity – Cash)



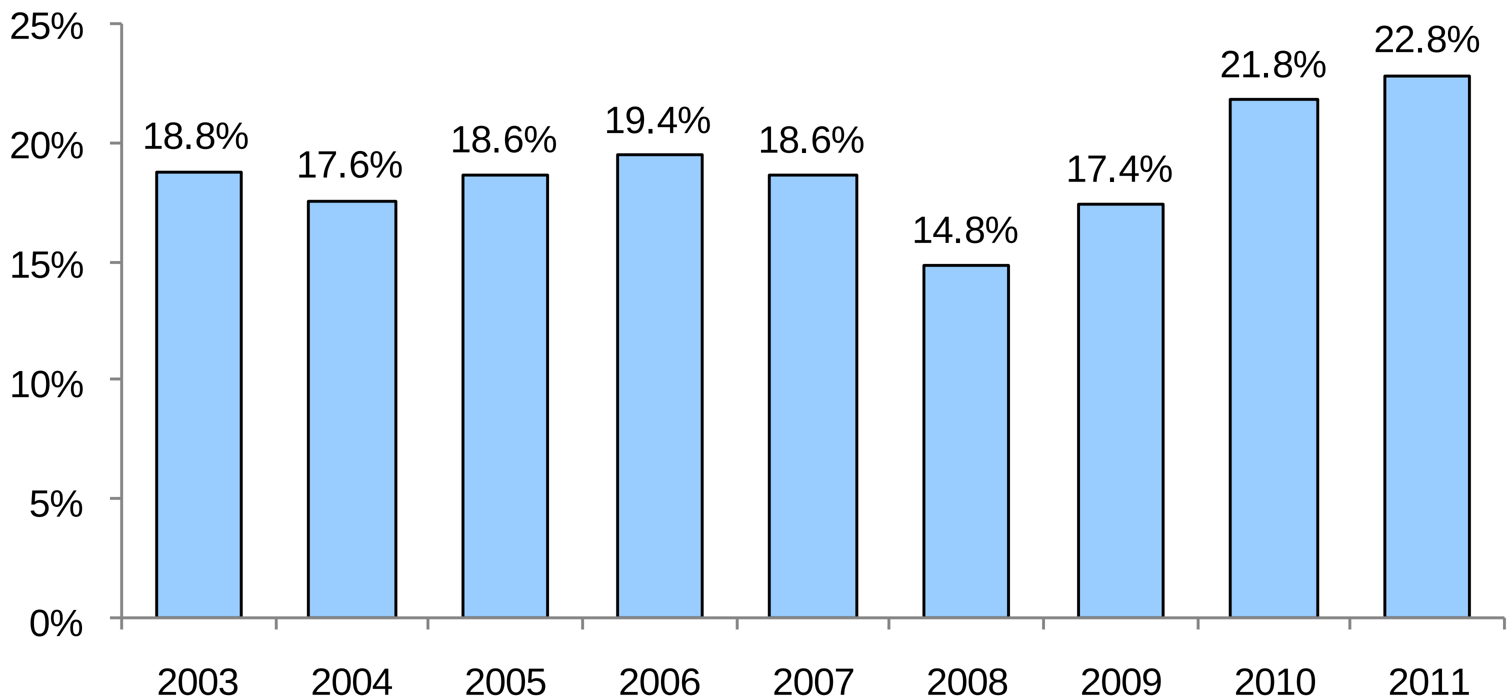
Asbury's ROIC has increased since 2009
and is outperforming most of the industry

Source: Asbury's and peers' annual report form 10-K for the fiscal years presented

Note: Adjusted EBITDA adjusted for reported non-core items. See slide 24 for GAAP reconciliation of Asbury's ROIC & Adjusted EBITDA for fiscal years presented. In order to maintain comparability with the Peer Group, Asbury's ROIC (included the underlying Adjusted EBITDA) is calculated on an as-reported basis and historical periods have not been presented on a discontinued operations basis

Asbury's Adjusted EBITDA Margins

Adjusted EBITDA (as Reported) / Gross Profit



Asbury's Adjusted EBITDA margins have been strong and are improving; even in 2008-2009 Asbury's Adjusted EBITDA margins stayed positive

Note: Adjusted EBITDA adjusted for reported non-core items. See slide 24 for GAAP reconciliation of Asbury's adjusted EBITDA for fiscal years presented. Consistent with slide 17, Adjusted EBITDA margin (and the underlying Adjusted EBITDA) are calculated on an as-reported basis and historical periods have not been presented on a discontinued operations basis

Why Asbury?

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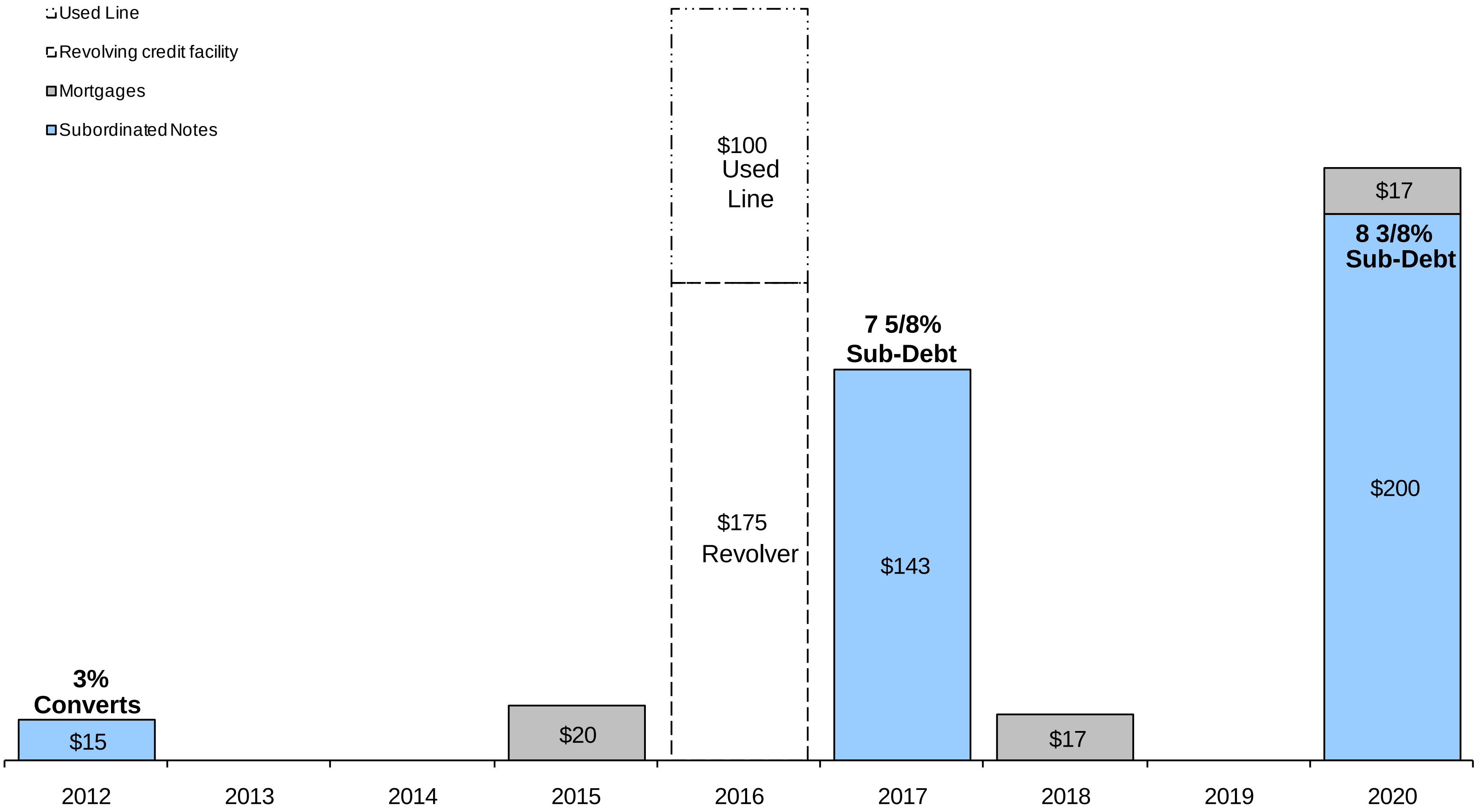
- Focused on investing in highest return of capital
- Strong balance sheet
- Strong, stable, experienced management teams
- Attractive brand mix
- Attractive geographic footprint
- Expected earnings increase from investments in technology and processes
- Opportunity to continue to participate in the recovery of US retail light vehicle sales (SAAR)
- Gap in multiple valuation relative to peers

Focused on driving shareholder value

Appendix

Debt Maturity Schedule as of 6/30/2012



We are focused on addressing our near-term maturities (converts)

Note: Amounts shown are the face value of debt instruments in millions.
Does not include $3.9m capital leases that expire in 2021

Adjusted Diluted EPS From Continuing Operations

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(Non-GAAP Reconciliation)

	For the Three Months Ended:																
	Jun. 30, 2012	**Mar. 31, 2012**	**Dec. 31, 2011**	**Sep. 30, 2011**	**Jun. 30, 2011**	**Mar. 31, 2011**	**Dec. 31, 2010**	**Sep. 30, 2010**	**Jun. 30, 2010**	**Mar. 31, 2010**	**Dec. 31, 2009**	**Sep. 30, 2009**	**Jun. 30, 2009**	**Mar. 31, 2009**	**Dec. 31, 2008**	**Sep. 30, 2008**	**Jun. 30, 2008**
(1)	(in millions, except per share data)																
Income from continuing operations as reported	$ 21.6	$ 18.0	$ 16.7	$ 12.8	$ 14.1	$ 4.4	$ 4.6	$ 10.8	$ 13.1	$ 8.9	$ 6.0	$ 10.1	$ 6.9	$ 2.1	$(353.2)	$ 6.5	$ 9.7
Impairment expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	535.9	-	-
Gain on extinguishment of long-term debt	-	-	-	-	-	-	-	-	-	-	(0.1)	-	-	-	(34.2)	-	-
Loss on extinguishment of long-term debt	-	-	0.4	0.4	-	-	11.3	1.3	-	-	-	-	-	-	-	1.7	-
Real estate related losses	-	-	-	0.4	1.5	-	-	1.8	-	-	-	-	-	-	-	-	-
Corporate generated F&I gain	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(4.7)	-	-
Tax related items	-	-	-	-	-	-	-	-	-	-	0.9	-	-	-	-	-	-
Executive separation benefits expense	-	-	-	1.6	2.7	2.3	-	-	-	-	-	-	-	-	-	-	1.7
Reversal of tax reserves	-	-	-	-	-	-	-	-	-	-	-	(0.8)	-	-	-	(1.1)	-
Legal settlement expenses	-	-	-	-	-	9.0	1.0	-	-	-	-	-	-	-	-	-	-
Legal settlement benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	(1.5)	-	-	-
Restructuring costs	-	-	-	-	-	-	-	-	-	-	-	1.2	1.7	1.3	3.3	1.5	-
Dealer management system transition implementation costs	-	-	-	-	-	-	-	-	-	-	0.4	1.2	0.1	0.2	0.1	0.2	-
Tax benefit of non-core items above	-	-	(0.1)	(0.9)	(1.6)	(4.4)	(4.7)	(1.2)	-	-	(0.1)	(0.9)	(0.6)	-	(149.4)	(1.4)	(0.7)
Total non-core items	$ -	$ -	$ 0.3	$ 1.5	$ 2.6	$ 6.9	$ 7.6	$ 1.9	$ -	$ -	$ 1.1	$ 0.7	$ 1.2	$ 0.0	$ 351.0	$ 0.9	$ 1.0
Adjusted income from continuing operations	$ 21.6	$ 18.0	$ 17.0	$ 14.3	$ 16.7	$ 11.3	$ 12.2	$ 12.7	$ 13.1	$ 8.9	$ 7.1	$ 10.8	$ 8.1	$ 2.1	$ (2.2)	$ 7.4	$ 10.7
Diluted EPS from Continuing Operations, as reported (1)	$ 0.69	$ 0.57	$ 0.53	$ 0.39	$ 0.43	$ 0.13	$ 0.14	$ 0.33	$ 0.40	$ 0.27	$ 0.18	$ 0.31	$ 0.21	$ 0.06	$(11.14)	$ 0.20	$ 0.30
Adjusted Diluted EPS from Continuing Operations	$ 0.69	$ 0.57	$ 0.54	$ 0.44	$ 0.50	$ 0.34	$ 0.36	$ 0.38	$ 0.39	$ 0.27	$ 0.21	$ 0.33	$ 0.25	$ 0.06	$ (0.07)	$ 0.23	$ 0.33
Weighted average common shares outstanding (diluted)	31.5	31.7	31.7	32.5	32.9	33.6	33.6	33.1	33.0	33.3	33.0	33.1	33.2	32.3	31.7	32.1	32.2

Non-GAAP Financial Disclosure

In addition to evaluating financial condition and results of operations in accordance with GAAP, from time to time management evaluates and analyzes results and any impact on the Company of strategic decisions and actions relating to, among other things, cost reduction, growth, and profitability improvement initiatives, and other events outside of normal, or "core," business and operations, by considering certain alternative financial measures not prepared in accordance with GAAP. These measures include "Adjusted income from continuing operations," "Adjusted diluted earnings per share ("EPS") from continuing operations", "Adjusted EBITDA", "Enterprise value ("EV") as a multiple of adjusted EBITDA," "Adjusted EBITDA margin, "and Return on Invested Capital "ROIC." Non-GAAP measures do not have definitions under GAAP and may be defined differently by and not be comparable to, similarly titled measures used by, other companies. As a result, any non-GAAP financial measures considered and evaluated by management are reviewed in connection with a review of the most directly comparable measure calculated in accordance with GAAP. Management cautions investors not to place undue reliance on such non-GAAP measures, but also to consider them with the most directly comparable GAAP measure.

In its evaluation of results from time to time, management excludes items that do not arise directly from core operations, or are otherwise of an unusual or non-recurring nature. Because these non-core, unusual or non-recurring charges and gains materially affect Asbury's financial condition or results in the specific period in which they are recognized, management also evaluates, and makes resource allocation and performance evaluation decisions based on, the related non-GAAP measures excluding such items.

In addition to using such non-GAAP measures to evaluate results in a specific period, management believes that such measures may provide more complete and consistent comparisons of operational performance on a period-over-period historical basis and a better indication of expected future trends. Management discloses these non-GAAP measures, and the related reconciliations, because it believes investors use these metrics in evaluating longer-term period-over-period performance, and to allow investors to better understand and evaluate the information used by management to assess operating performance.

(1) Data has been updated to reflect the Company's discontinued operations as of June 30, 2012.

Adjusted Leverage Ratio and EV as a Multiple of EBITDA

ASBURY AUTOMOTIVE GROUP

(Non-GAAP Reconciliation)

	For the Twelve Months Ended	
	Jun. 30, 2012	Mar. 31, 2012
Adjusted Leverage Ratio:	(dollars in millions)	
Book Value of long-term debt, including current portion (Total Debt)	$ 416.1	$ 432.9
Calculation of adjusted earings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"):		
Income from continuing operations	$ 69.1	$ 61.4
Add:		
Depreciation and amortization	23.1	23.1
Income tax expense	42.9	38.1
Convertible debt discount amortization	0.6	0.7
Swap and other interest expense	42.0	43.8
Earnings Before Interest, Taxes,Depreciation and Amortization (EBITDA)	$ 177.7	$ 167.1
Non-core items - expenses		
Loss on extinguishment of long-term debt	0.8	0.8
Real estate related lossses	0.4	1.9
Executive separation costs	1.6	4.3
Litigation related expenses	-	-
Total non-core items	2.8	7.0
Adjusted EBITDA	$ 180.5	$ 174.1
Total Debt / Adjusted EBITDA (Adjusted Leverage Ratio)	2.3	2.5
Enterprise value:		
Add:		
Market Capitalization = number of shares x stock price (31.5* $27.08)	853.0	
Total Debt	416.1	
Less:		
Cash	8.7	
Floor plan offset accounts	18.0	
Total Enterprise Value	1,242.4	
EV as a multiple of Adjusted EBITDA	6.9x	

Asbury's Adjusted Leverage Ratio is 2.3x and EV/Adjusted EBITDA multiple is 6.9x

Note: Number of shares as of 6/30/2012 and stock price as of 8/17/2012

. Data has been updated to reflect the Company's discontinued operations as of June 30, 2012

Adjusted EBITDA, Adjusted EBITDA Margin, ROIC 2003-2011 (as Reported)

ASBURY AUTOMOTIVE GROUP

(Non-GAAP Reconciliation)

Operating Performance:	2003	2004	2005	2006	2007	2008	2009	2010	2011
Gross Profit	**$ 740.3**	**$ 813.7**	**$ 838.4**	**$ 877.9**	**$ 889.4**	**$ 757.2**	**$ 613.0**	**$ 648.7**	**$ 721.0**
Debt	592.4	529.2	496.9	477.2	475.6	607.1	537.8	543.8	458.6
Plus:Equity (book)	433.7	480.0	547.8	611.8	584.2	222.7	243.6	287.1	326.6
Less: Cash	106.7	28.1	57.2	129.2	53.4	91.6	84.7	21.3	11.4
Less: Floor plan offset accounts	-	-	-	-	-	-	-	59.5	15.5
Invested Capital	**$ 919.4**	**$ 981.1**	**$ 987.5**	**$ 959.8**	**$ 1,006.4**	**$ 738.2**	**$ 696.7**	**$ 750.1**	**$ 758.3**
EBITDA Calculation									
Income from continuing operations	$ 19.8	$ 52.7	$ 59.9	$ 67.2	$ 54.3	$ (323.1)	$ 24.2	$ 37.3	$ 48.0
Add:									
Depreciation and amortization	20.2	20.4	19.7	20.2	21.5	23.4	23.5	21.1	22.7
Income tax expense	21.3	31.4	35.9	40.5	30.5	(133.8)	14.4	23.2	29.6
Convertable debt discount amortization	-	-	-	-	-	-	1.8	1.4	0.8
Swap and other interest expense	39.7	38.4	39.9	39.1	34.9	38.6	38.0	42.8	45.1
Impairments	37.9	-	-	-	-	535.9	-	-	-
EBITDA	**$ 138.9**	**$ 142.9**	**$ 155.4**	**$ 167.0**	**$ 141.2**	**$ 141.0**	**$ 101.9**	**$ 125.8**	**$ 146.2**
Plus Non core items (adjustments):									
Reorganization benefit expense	-	-	0.8	-	-	-	-	-	-
Corporate generated F&I gain	-	-	-	(3.4)	-	(4.7)	-	-	-
Gain on sale of franchise	-	-	-	(2.5)	-	-	-	-	-
Secondary stock offering expenses	-	-	-	1.7	0.4	-	-	-	-
Abandoned strategic project expense	-	-	-	1.7	-	-	-	-	-
(Gain) / Loss on extinguishment of long-term debt	-	-	-	1.1	18.5	(32.5)	0.1	12.6	0.8
Share-based compensation	-	-	-	5.0	-	-	-	-	-
Executive separation expense	-	-	-	-	2.9	1.7	-	-	6.6
Legal settlement expense (benefit)	-	-	-	-	2.5	-	(1.5)	-	9.0
Restructuring cost	-	-	-	-	-	5.8	4.2	-	-
Dealer management system transition costs	-	-	-	-	-	1.0	1.9	-	-
Real estate related losses	-	-	-	-	-	-	-	1.8	1.9
Fees associated with loan amendments	-	-	-	-	-	-	-	1.0	-
Total non-core items	$ -	$ -	$ 0.8	$ 3.6	$ 24.3	$ (28.7)	$ 4.7	$ 15.4	$ 18.3
Adjusted EBITDA	**$ 138.9**	**$ 142.9**	**$ 156.2**	**$ 170.6**	**$ 165.5**	**$ 112.3**	**$ 106.6**	**$ 141.2**	**$ 164.5**
Adjusted EBITDA Margin = Adjusted EBITDA / Gross profit	**18.8%**	**17.6%**	**18.6%**	**19.4%**	**18.6%**	**14.8%**	**17.4%**	**21.8%**	**22.8%**
ROIC= Adjusted EBITDA / Invested capital	**15.1%**	**14.6%**	**15.8%**	**17.8%**	**16.4%**	**15.2%**	**15.3%**	**18.8%**	**21.7%**

•Note: In order to maintain comparability with Peer Group presented on slides 17 and 18, the data herein is calculated on an as-reported basis and historical periods have not been presented on a discontinued operations basis.

Asbury Yesterday – Timeline

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Rollup (1995-2002)	Expansion (2003-2007)	Recession (2008-2009)	Restructured (2010-2011)	Today (2012)
▪ Formed in 1995 ▪ Between 1996 and 2000 acquired 8 dealership groups ▪ Between 2000 and 2002, acquired over 15 dealerships ▪ IPO in 2002 with 86 dealerships in the portfolio	▪ Decentralized management structure ▪ Acquired over 10 dealerships ▪ Leverage ratio above 4.0x ▪ Paid between $13M and $22M in annual dividends from 2006 to 2007 ▪ Averaged $60M of capex per year	▪ Managed through GM & Chrysler bankruptcies ▪ Suspended dividend payments ▪ Sold stores and placed acquisitions on hold ▪ Centralized management structure and moved HQ from New York to Duluth, GA ▪ Reduced SG&A by over $100M ▪ Reduced capex by 75%	▪ Purchased Greenville dealership, sold heavy truck business and subprime loan portfolio in 2011 ▪ Spent over $100M in paying down debt and buying leased property ▪ Repurchased over $40M of Asbury stock ▪ Leverage ratio less than 3.0x ▪ Converted stores to a common dealer management system ▪ Deployed social media, web initiatives and other customer interfacing systems	▪ Strong balance sheet, leverage ratio at 2.3x(1) in line with peers ▪ Financial flexibility ▪ New senior management team and operating structure ▪ Common systems in all stores ▪ Standardized processes

Today, we are a very different company

(1) As of 6/30/2012.

2012 Product Cycle: Changes to New Vehicles

ASBURY AUTOMOTIVE GROUP

Redesigned	
Acura MDX	Nissan Altima
Acura RDX	Nissan Pathfinder
Audi A3	Nissan Sentra
Audi Q7	Porsche 911
BMW 3 Series	Porsche Boxster
Ford Escape	Toyota Avalon
Ford Focus	Toyota Camry
Ford Fusion	Toyota RAV4
Honda Accord	Toyota Tacoma
Honda Civic	Toyota Yaris
Infiniti G Sedan	Volkswagen Golf
Lexus ES 350	Volkswagen Jetta
Lexus GS 350	Volkswagen Passat
MB S-Class	

All New
Acura ILX
Audi Q3
Infiniti JX
MB B-Class
Toyota Prius C
Toyota Prius V


2012 Honda Civic


2012 Ford Focus


2012 MB C-Class

2012 BMW 3-Series


2012 Toyota Camry

Exciting new products driving sales

Source : Edmunds
Note: Products from late 2011 through 2012