

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

**Asbury Automotive Group, Inc.**

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(Name of Issuer)

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

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(Title of Class of Securities)

**043436104**

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(CUSIP Number)

**December 31, 2006**

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(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 reporting 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).

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Asbury Automotive Holdings L.L.C.*		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  CO		

\* On December 29, 2006, Asbury Automotive Holdings L.L.C. (“AAH”) dissolved and distributed its remaining shares of Asbury Automotive Group, Inc. (“Asbury”) common stock. Following AAH’s dissolution, the voting provisions of the shareholders agreement, dated as of March 1, 2002 (as amended, the “Shareholders Agreement”), among Asbury, AAH and certain other Asbury shareholders, including the other parties included in this Schedule 13G filing (the “Signatories”), terminated. Termination of the voting provisions of the Shareholders Agreement also means that the Signatories no longer constitute a control group for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Therefore, the Signatories who were required to make filings with Securities and Exchange Commission under Section 16 solely because of their participation in the Shareholders Agreement will no longer be required to do so.

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Ripplewood Partners L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  PN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Collins Family Parnters, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  PN		

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Timothy C. Collins		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  C.V. Nalley, III		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  500,000	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  500,000	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  500,000		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  1.5%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Thomas F. McLarty, III		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Luther Coggin		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		



1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Charlie (C.B.) Tomm and Anita Desaussure Tomm, Tenants by the Entireties		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  305,706	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  305,706	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  305,706		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.9%		
12.	Type of Reporting Person  OO		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  John R. Capps		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  50,000	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  50,000	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  50,000		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.1%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  JIW Enterprises, Inc.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Florida		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  1,280,037	
	6.	Shared Voting Power  0	
	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		
11.	Percent of Class Represented by Amount in Row (9)  3.8%		
12	Type of Reporting Person  CO		

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  JIW Fund I, LLC		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  117,554	
	6.	Shared Voting Power  0	
	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		
11.	Percent of Class Represented by Amount in Row (9)  0.4%		
12	Type of Reporting Person  OO		

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  DMCD Auto Irving, Inc.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Texas		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  CO		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Robert E. Gray		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  329,378	
	6.	Shared Voting Power  0	
	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		
11.	Percent of Class Represented by Amount in Row (9)  1.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Gibson Family Partnership, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Pennsylvania		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  49,340	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  49,340	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  49,340		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.1%		
12	Type of Reporting Person  PN		

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Thomas G. McCollum		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  92,729	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  92,729	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  92,729		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  SLT/TAG Inc.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  Oregon		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  CO		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Noel E. Daniels		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Nancy D. Noble		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  19,106	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  19,106	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  19,106		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  Steve M. Inzinna		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)  (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power  0	
	6.	Shared Voting Power  0	
	7.	Sole Dispositive Power  0	
	8.	Shared Dispositive Power  0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  0		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
11.	Percent of Class Represented by Amount in Row (9)  0.0%		
12	Type of Reporting Person  IN		

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- Item 1.
- (a) Name of Issuer:
- ASBURY AUTOMOTIVE GROUP, INC.
- (b) Address of Issuer's Principal Executive Offices:
- 622 THIRD AVENUE  
37TH FLOOR  
NEW YORK, NY 10017
- Item 2.
- (a) Names of Persons Filing:
- 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. CAPPS  
JIW ENTERPRISES, INC.  
JIW FUND I, LLC  
DMCD AUTOS IRVING, INC.  
ROBERT E. GRAY  
GIBSON FAMILY PARTNERSHIP, L.P.  
THOMAS G. MCCOLLUM  
SLT/TAG INC.  
NOEL E. DANIELS  
NANCY D. NOBLE  
STEVE M. INZINNA
- (b) Address of Principal Business Office or, if none, Residence:
- 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  
C/O KISSINGER MCLARTY ASSOCIATES  
1775 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20006

LUTHER COGGIN  
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  
44306 PABLO OAKS COURT  
JACKSONVILLE, FL 32224

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

JIW ENTERPRISES, INC.  
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

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

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  
C/O DAVID MCDAVID AUTO GROUP  
3600 WEST AIRPORT FREEWAY  
IRVING, TX 75062

SLT/TAG INC.  
C/O TONKON TORP LLP  
1600 PIONEER TOWER  
888 SW FIFTH AVENUE  
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

(c) Citizenship:

RIPPLEWOOD PARTNERS L.P. - DELAWARE  
COLLINS FAMILY PARTNERS, L.P. - DELAWARE  
TIMOTHY C. COLLINS - USA

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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, INC. - FLORIDA  
JIW FUND I, LLC - USA  
DMCD AUTOS IRVING, INC. - TEXAS  
ROBERT E. GRAY - USA  
GIBSON FAMILY PARTNERSHIP, L.P. - PENNSILVANIA  
THOMAS G. MCCOLLUM - USA  
SLT/TAG INC. - OREGON  
NOEL E. DANIELS - USA  
NANCY D. NOBLE - USA  
STEVE M. INZINNA - USA

(d) Title of Class of Securities:  
  
COMMON STOCK, PAR VALUE \$.01 PER SHARE

(e) CUSIP Number:  
  
043436104

Item 3. NOT APPLICABLE

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.

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- (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 [X].

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

NOT APPLICABLE

Item 9. Notice of Dissolution of Group

SEE EXHIBIT 1 ATTACHED HERETO.

Item 10. Certifications

NOT APPLICABLE

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## 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, 2007

RIPPLEWOOD PARTNERS L.P.

by: /s/ Christopher Minnetian  
Name: Christopher Minnetian

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COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy Collins  
Name: Timothy Collins

TIMOTHY C. COLLINS

by: /s/ Timothy Collins  
Name: Timothy Collins

C.V. NALLEY, III

by:     /s/ C.V. Nalley, III  
          \_\_\_\_\_  
          Name: C.V. Nalley, III

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THOMAS MCLARTY, III

by: /s/ Thomas McLarty  
Name: Thomas McLarty

---

LUTHER COGGIN

by: /s/ Luther Coggin

Name: Luther Coggin

Title: Chairman – Coggin Automotive Group

---

Name: Charlie Tomm

JOHN R. CAPPS

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

---



JIW ENTERPRISES, INC.

by: /s/ Jeffrey Wooley  
Name: Jeffrey Wooley

JIW FUND I, LLC

by: /s/ Jeffrey Wooley  
Name: Jeffrey Wooley

---

DMCD AUTOS IRVING, INC.

by: /s/ David McDavid

Name: David McDavid

---

ROBERT E. GRAY

by: /s/ Robert E. Gray  
Name: Robert E. Gray

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GIBSON FAMILY PARTNERSHIP, L.P.

by:    /s/ T.R. Gibson  
          \_\_\_\_\_  
          Name: T.R. Gibson

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THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum

---

Name: Thomas G. McCollum

Title: Pres. / CEO

---

SLT/TAG INC.

by:     /s/ Scott L. Thomason  
\_\_\_\_\_  
Name: Scott L. Thomason  
Title: President

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NOEL E. DANIELS

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

---

NANCY D. NOBLE

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

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STEVE M. INZINNA

by: /s/ Steve Inzinna  
Name: Steve Inzinna

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**NOTICE OF DISSOLUTION OF A GROUP**

On December 29, 2006, Asbury Automotive Holdings L.L.C. (“AAH”) dissolved and distributed its shares of Asbury Automotive Group, Inc. (“Asbury”) common stock among certain funds affiliated with Freeman Spogli & Co (the “FS Funds”).

Following AAH’s dissolution, the voting provisions of the shareholders agreement, dated as of March 1, 2002 (as amended, the “Shareholders Agreement”), among Asbury, AAH and certain other Asbury shareholders (the “Signatories”), terminated. Consequently, Ripplewood Partners L.P. no longer controls any Asbury shares and the FS Funds will directly own and have sole voting power over the Asbury shares held by each of them. As of the date of dissolution, the FS Funds collectively held approximately 17.7% of Asbury’s outstanding shares and the Signatories collectively controlled approximately 7.2% of Asbury’s outstanding shares.

Termination of the voting provisions of the Shareholders Agreement also means that the Signatories no longer constitute a control group for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Therefore, the Signatories who are required to make filings with Securities and Exchange Commission under Section 16 solely because of their participation in the Shareholders Agreement will no longer be required to do so. All further filings with respect to transactions by the Signatories in Asbury common stock will be filed, if required, in the Signatories’ individual capacities.

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## **JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that the Amendment Number 5 to Schedule 13G to which this Joint Filing Agreement is attached (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.

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

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IN WITNESS WHEREOF, the parties hereto have executed this Joint Filing Agreement as of February 14, 2007.

RIPPLEWOOD PARTNERS L.P.

by: /s/ Christopher Minnetian  
Name: Christopher Minnetian

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COLLINS FAMILY PARTNERS, L.P.

by: /s/ Timothy Collins  
Name: Timothy Collins

TIMOTHY C. COLLINS

by: /s/ Timothy Collins  
Name: Timothy Collins

C.V. NALLEY, III

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

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Name: C.V. Nalley, III

THOMAS MCLARTY, III

by:    /s/ Thomas McLarty  
          \_\_\_\_\_  
          Name: Thomas McLarty

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LUTHER COGGIN

by: /s/ Luther Coggin

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Name: Luther Coggin

Title: Chairman – Coggin Automotive Group

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by: /s/ Charlie Tomm

Name: Charlie Tomm

JOHN R. CAPPS

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

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JIW ENTERPRISES, INC.

by: /s/ Jeffrey Wooley  
Name: Jeffrey Wooley

JIW FUND I, LLC

by: /s/ Jeffrey Wooley  
Name: Jeffrey Wooley

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DMCD AUTOS IRVING, INC.

by: /s/ David McDavid

Name: David McDavid

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ROBERT E. GRAY

by: /s/ Robert E. Gray  
Name: Robert E. Gray

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GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ T.R. Gibson  
Name: T.R. Gibson

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THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum

Name: Thomas G. McCollum

Title: Pres. / CEO

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SLT/TAG INC.

by:    /s/ Scott L. Thomason  
\_\_\_\_\_  
Name: Scott L. Thomason  
Title: President

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NOEL E. DANIELS

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

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NANCY D. NOBLE

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

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STEVE M. INZINNA

by: /s/ Steve Inzinna

Name: Steve Inzinna