

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13G  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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 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).

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 CUSIP NO. 043436104 13G  
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-----  
 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	
NUMBER OF		0
SHARES	-----	
BENEFICIALLY	6. SHARED VOTING POWER	
OWNED BY		25,318,141
EACH	7. SOLE DISPOSITIVE POWER	
REPORTING		17,550,743
PERSON	8. SHARED DISPOSITIVE POWER	
WITH		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  
  
 7,767,398\* [x]  
 -----

-----  
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
 54%  
 -----

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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.

Page 3 of 39

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CUSIP NO. 043436104

13G  
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-----  
1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RIFFLEWOOD PARTNERS L.P.  
(FORMERLY KNOWN AS RIFFLEWOOD 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

NUMBER OF 0

SHARES

BENEFICIALLY

-----  
6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH

-----  
7. SOLE DISPOSITIVE POWER

REPORTING 8,954,900

PERSON

-----  
8. SHARED DISPOSITIVE POWER

WITH

0  
-----

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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

16,363,241\*

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

27.6%

12. TYPE OF REPORTING PERSON

OO

\* 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

Page 4 of 39

identified in Item 8 below, except to the extent of its pecuniary interest therein.

Page 5 of 39

CUSIP NO. 043436104

13G

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)

(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

25,318,141

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

16,363,241\*

[x]

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

27.6%

12. TYPE OF REPORTING PERSON

CO

\* 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.

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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)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

25,318,141

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

16,363,241\*

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

27.6%

12. TYPE OF REPORTING PERSON

IN

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\* 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.

Page 7 of 39

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CUSIP NO. 043436104  
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13G

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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

NUMBER OF 0

SHARES

BENEFICIALLY

-----  
6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH

-----  
7. SOLE DISPOSITIVE POWER

REPORTING

1,360,759

PERSON

WITH

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,360,759

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

23,957,382\*

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.

Page 8 of 39

CUSIP NO. 043436104

13G

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)

(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

25,318,141

OWNED BY



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-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 454,114

-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH

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

24,864,027\*

[x]

-----  
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.

Page 9 of 39

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CUSIP NO. 043436104

13G

-----  
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) [x]

(b) [ ]

-----  
3. SEC USE ONLY

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4. CITIZENSHIP OR 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

353,016

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

353,016

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

24,965,125\*

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

1.1%

12. TYPE OF REPORTING PERSON

IN

\* 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.

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CUSIP NO. 043436104  
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13G

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

TRACEY C. HAWKINS 1999 ATT TRUST

-----  
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

NUMBER OF 0

SHARES

BENEFICIALLY

-----  
6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH

-----  
7. SOLE DISPOSITIVE POWER

REPORTING 36,135

PERSON

WITH

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,135

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

25,282,006\*

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

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0.1%

-----  
12. TYPE OF REPORTING PERSON

OO  
-----

\* 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.

Page 12 of 39

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CUSIP NO. 043436104

13G  
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-----  
1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CHRISTY C. HAYDEN 1999 ATT TRUST  
-----

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

NUMBER OF SHARES 0

-----  
6. SHARED VOTING POWER

BENEFICIALLY OWNED BY 25,318,141

-----  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING 36,135

-----  
PERSON 8. SHARED DISPOSITIVE POWER

WITH

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0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,135

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

25,282,006\*

[x]

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

0.1%

-----  
12. TYPE OF REPORTING PERSON

OO

-----  
\* 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.

Page 13 of 39

-----  
CUSIP NO. 043436104

13G

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

CINDY C. COGGIN 1999 ATT TRUST

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

(a) [x]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

-----  
5. SOLE VOTING POWER

NUMBER OF

0

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SHARES -----  
6. SHARED VOTING POWER  
BENEFICIALLY 25,318,141  
OWNED BY -----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 36,135  
PERSON -----  
WITH 8. SHARED DISPOSITIVE POWER  
0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,135

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
25,282,006\* [x]

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.1%

-----  
12. TYPE OF REPORTING PERSON  
OO

-----  
\* 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.

Page 14 of 39

-----  
CUSIP NO. 043436104 13G  
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-----  
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

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(a)   
(b)

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
-----

5. SOLE VOTING POWER

NUMBER OF SHARES 0

-----  
6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,318,141

OWNED BY

-----  
7. SOLE DISPOSITIVE POWER

134,870

PERSON

WITH

-----  
8. SHARED DISPOSITIVE POWER

0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

134,870  
-----

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

25,183,271\*

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

0.4%  
-----

12. TYPE OF REPORTING PERSON

OO  
-----

\* 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.

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 CUSIP NO. 043436104 13G  
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-----  
 1. NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 CNC AUTOMOTIVE, LLC  
 -----

-----  
 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	
NUMBER OF		0
SHARES	-----	
BENEFICIALLY	6. SHARED VOTING POWER	
OWNED BY		25,318,141
EACH	7. SOLE DISPOSITIVE POWER	
REPORTING		225,845
PERSON	8. SHARED DISPOSITIVE POWER	
WITH		0

-----  
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 225,845  
 -----

-----  
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
 25,092,296\*   
 -----

-----  
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
 0.7%  
 -----



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12. TYPE OF REPORTING PERSON

OO

-----  
\* 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.

Page 16 of 39

-----  
CUSIP NO. 043436104

13G

-----  
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

NUMBER OF SHARES 0

BENEFICIALLY OWNED BY

-----  
6. SHARED VOTING POWER

25,318,141

EACH REPORTING PERSON

-----  
7. SOLE DISPOSITIVE POWER

538,972

PERSON

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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538,972

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

24,779,169\*

[x]

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

1.7%

-----  
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.

Page 17 of 39

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CUSIP NO. 043436104

13G

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

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003

-----  
2. CHECK THE APPROPRIATE 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

25,318,141

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OWNED BY

-----  
EACH                   7.   SOLE DISPOSITIVE POWER  
REPORTING                           1,280,037  
PERSON                   -----  
                          8.   SHARED DISPOSITIVE POWER  
WITH

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

24,038,104\*

[x]

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

3.9%

-----  
12.   TYPE OF REPORTING PERSON

OO

-----  
\* 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.

Page 18 of 39

-----  
CUSIP NO. 043436104

13G

-----  
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) [x]

(b) [ ]

-----  
3.   SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY 25,318,141

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING 117,554

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

25,200,587\*

[x]

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

0.4%

12. TYPE OF REPORTING PERSON

OO

\* 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.

Page 19 of 39

CUSIP NO. 043436104

13G

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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)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5. SOLE VOTING POWER

NUMBER OF  
SHARES

0

BENEFICIALLY

6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH  
REPORTING

7. SOLE DISPOSITIVE POWER

754,867

PERSON

WITH

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

24,563,274\*

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

2.3%

12. TYPE OF REPORTING PERSON

CO

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\* 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.

Page 20 of 39

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CUSIP NO. 043436104  
-----

13G

- 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

NUMBER OF 0

SHARES

BENEFIICIALLY

- 6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH

- 7. SOLE DISPOSITIVE POWER

REPORTING

320,226

PERSON

- 8. SHARED DISPOSITIVE POWER

WITH

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

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24,997,915\*

[x]

-

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.

Page 21 of 39

CUSIP NO. 043436104

13G

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

DAVE WEGNER

2. CHECK THE APPROPRIATE 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 SHARES 0

BENEFICIALLY OWNED BY EACH 6. SHARED VOTING POWER 25,318,141

7. SOLE DISPOSITIVE POWER

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REPORTING 76,835

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,835

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

25,241,306\*

[x]

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

0.2%

12. TYPE OF REPORTING PERSON

IN

\* 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.

Page 22 of 39

CUSIP NO. 043436104

13G

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) [x]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina



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-----  
5. SOLE VOTING POWER  
NUMBER OF 0  
SHARES  
-----  
6. SHARED VOTING POWER  
BENEFICIALLY 25,318,141  
OWNED BY  
-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 152,930  
PERSON  
-----  
WITH 8. SHARED DISPOSITIVE POWER  
0

-----  
9. AGGREGATE AMOUNT 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 CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.5%

-----  
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.

Page 23 of 39

-----  
CUSIP NO. 043436104 13G  
-----

-----  
1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
ROBERT E. GRAY

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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

NUMBER OF 0

SHARES

BENEFICIALLY

6. SHARED VOTING POWER  
25,318,141

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

329,378

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

24,988,763\*

--

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.

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CUSIP NO. 043436104  
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13G

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

GIBSON FAMILY PARTNERSHIP, L.P.

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

(a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

-----  
5. SOLE VOTING POWER

NUMBER OF SHARES 0

-----  
6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,318,141

-----  
7. SOLE DISPOSITIVE POWER

45,840

-----  
8. SHARED DISPOSITIVE POWER

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,840

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

25,272,301\*

-----

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

0.1%

12. TYPE OF REPORTING PERSON

PN

\* 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.

Page 25 of 39

CUSIP NO. 043436104

13G

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)

(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

25,318,141

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

23,140

PERSON

8. SHARED DISPOSITIVE POWER

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WITH

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,140

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

25,295,001\*

[x]

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

0.07%

-----  
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.

Page 26 of 39

-----  
CUSIP NO. 043436104

13G

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

DEALER GROUP LLC

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

(a) [x]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

OREGON

-----  
5. SOLE VOTING POWER

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NUMBER OF 0  
SHARES -----  
BENEFICIALLY 6. SHARED VOTING POWER  
25,318,141  
OWNED BY -----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 1,369,016  
PERSON -----  
WITH 8. SHARED DISPOSITIVE POWER  
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,369,016

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
23,949,125\* [x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.2%

12. TYPE OF REPORTING PERSON  
00

\* 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.

Page 27 of 39

-----  
CUSIP NO. 043436104 13G  
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-----  
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

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(a)   
(b)

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
-----

5. SOLE VOTING POWER

NUMBER OF SHARES 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON

6. SHARED VOTING POWER

25,318,141

OWNED BY EACH REPORTING PERSON

7. SOLE DISPOSITIVE POWER

38,750

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

25,279,391\*

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

0.12%  
-----

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.

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CUSIP NO. 043436104  
-----

13G

-----  
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

NUMBER OF 0

SHARES

BENEFICIALLY

-----  
6. SHARED VOTING POWER

25,318,141

OWNED BY

EACH

-----  
7. SOLE DISPOSITIVE POWER

REPORTING

41,099

PERSON

-----  
8. SHARED DISPOSITIVE POWER

WITH

0

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,099

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

25,277,042\*

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

0.13%

-----  
12. TYPE OF REPORTING PERSON



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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.

Page 29 of 39

-----  
CUSIP NO. 043436104

13G  
-----

-----  
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

NUMBER OF SHARES 0  
-----

BENEFICIALLY OWNED BY

6. SHARED VOTING POWER  
25,318,141  
-----

EACH REPORTING PERSON

7. SOLE DISPOSITIVE POWER  
19,375  
-----

PERSON WITH

8. SHARED DISPOSITIVE POWER  
0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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19,375

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

25,298,766\*

[x]

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

0.06%

-----  
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.

Page 30 of 39

-----  
CUSIP NO. 043436104

13G

-----  
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) [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

25,318,141

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OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 22,370

PERSON 8. SHARED DISPOSITIVE POWER  
WITH

0

9. AGGREGATE AMOUNT 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 CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.07%

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.

Page 31 of 39

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 F. MCLARTY III

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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

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

Page 32 of 39

C.V. NALLEY III  
87 WEST PACES FERRY ROAD  
ATLANTA, GA 30305

THOMAS F. MCLARTY III  
350 SALEM ROAD  
CONWAY, AR 72032

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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/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  
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

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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

Page 34 of 39

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

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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

Page 35 of 39

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



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\* 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

Page 36 of 39

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 \_\_\_\_, 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:

Page 37 of 39

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

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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

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Name: Thomas G. McCollum  
Title:

DEALER GROUP LLC

by: /s/ Scott L. Thomason

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Name: Scott L. Thomason  
Title: Manager

NOEL E. DANIELS

by: /s/ Noel E. Daniels

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Name: Noel E. Daniels  
Title:

Page 39 of 39

NANCY D. NOBLE

by: /s/ Nancy D. Noble

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

STEVE M. INZINNA

by: /s/ Steve M. Inzinna

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Name: Steve M. Inzinna  
Title:

STEPHEN M. SILVERIO

by: /s/ Stephen M. Silverio

-----  
Name: Stephen M. Silverio  
Title: