

ASBURY AUTOMOTIVE GROUP INC  
Form SC 13G/A  
February 15, 2005

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**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, 2004**

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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 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).

CUSIP NO. 043436104 13G

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

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.**

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

- 6.

**24,659,962**

- 7.

- SOLE DISPOSITIVE POWER

**17,550,743**

- 8.

- SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**17,550,743**

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

**7,109,219\***

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

**53.9%**

12. TYPE OF REPORTING PERSON

**CO**

\*Asbury Automotive Holdings L.L.C. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104

13G

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
**RIPPLEWOOD PARTNERS L.P.**
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [X]  
(b)  [ ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- |  |  |   |
|--|--|---|
|  | 5.   | SOLE VOTING POWER                       |
|  |  | <b>0</b>                                |
|  | 6.   | SHARED VOTING POWER                     |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH |  | <b>24,659,962</b>                       |
|  | 7.   | SOLE DISPOSITIVE POWER                  |
|  |  | <b>8,954,900</b>                        |
|  | 8.   | SHARED DISPOSITIVE POWER                |
|  |  | <b>0</b>                                |
| 9.   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         |   |
|  | <b>8,954,900</b>   |   |
| 10.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |   |
|  | <b>15,705,062*</b>   | <input checked="" type="checkbox"/> [x] |
| 11.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                    |   |
|  | <b>27.5%</b>   |   |
| 12.  | TYPE OF REPORTING PERSON   |   |

**PN**

\* Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C. Ripplewood Partners L.P. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

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

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY

EACH REPORTING PERSON 7.

WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**0**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,954,900**

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

**15,705,062\***

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

**27.5%**

12. TYPE OF REPORTING PERSON

**PN**

\* Collins Family Partners could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Collins Family Partners expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of its pecuniary interest therein.

CUSIP NO. 043436104

13G

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

USA

5. SOLE VOTING POWER

**0**

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6. SHARED VOTING POWER

**24,659,962**

7. SOLE DISPOSITIVE POWER

**0**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**8,954,900**

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

**15,705,062\***

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

**27.5%**

12. TYPE OF REPORTING PERSON

**IN**

\* Timothy C. Collins could be deemed the beneficial owner of the shares held by Ripplewood Partners L.P. Timothy C. Collins expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all parties to the Shareholders Agreement identified in Item 8 below, except to the extent of his pecuniary interest therein.

CUSIP NO. 043436104

13G

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

**C.V. NALLEY, III**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**1,360,759**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,360,759**

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

**23,299,203\***

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

**4.2%**

12. TYPE OF REPORTING PERSON

**CO**

\* C.V. Nalley III expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**454,114**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**454,114**

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

**24,205,848\***

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.

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

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**249,756**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**7,109,219**

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

**24,410,206\***  [x]

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

**0.8%**

12. TYPE OF REPORTING PERSON

**IN**

\* Luther Coggin expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.



CUSIP NO. 043436104 13G

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

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

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**358,929**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**358,929**

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

**24,301,033\***

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

**1.1%**

12. TYPE OF REPORTING PERSON

**00**

\* Charlie (C.B.) Tomm and Anita DeSaussure Tomm, Tenants by the Entireties, expressly disclaim beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**414,200**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**414,200**

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

**24,245,762\***

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

**1.3%**

12. TYPE OF REPORTING PERSON

**IN**

\* John R. Capps expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**JIW ENTERPRISES IRREVOCABLE TRUST OF 2004**

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**1,280,037**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,280,037**

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

**23,379,925\***

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

**3.9%**

12. TYPE OF REPORTING PERSON

**00**

\* JIW Enterprises Irrevocable Trust of 2004 expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**117,554**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**117,554**

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

**24,542,408\***

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

**0.4%**

12. TYPE OF REPORTING PERSON

**00**

\* JIW Fund I, LLC expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**0**

6. NUMBER OF SHARES BENEFICIALLY OWNED BY

**24,659,962**

7. EACH REPORTING PERSON WITH

**754,867**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**754,867**

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

**23,905,095\***

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

**2.3%**

12. TYPE OF REPORTING PERSON

**CO**

\* DMCD Autos Irving, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**320,226**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**320,226**

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

**24,339,736\***

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

**1.0%**

12. TYPE OF REPORTING PERSON

**CO**

\* DMCD Autos Houston, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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)   
(b)   
3. SEC USE ONLY  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

**North Carolina**

- |   |    |  |                          |
|---|----|--|--------------------------|
|   | 5. |  | SOLE VOTING POWER        |
|   |    |  | <b>0</b>                 |
|   | 6. |  | SHARED VOTING POWER      |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON 7.<br>WITH |    |  | <b>24,659,962</b>        |
|   | 7. |  | SOLE DISPOSITIVE POWER   |
|   |    |  | <b>94,930</b>            |
|   | 8. |  | SHARED DISPOSITIVE POWER |
|   |    |  | <b>0</b>                 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**94,930**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
**24,565,032\***
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**0.3%**
12. TYPE OF REPORTING PERSON  
**CO**

\* Childs & Associates Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**ROBERT E. GRAY**

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**329,378**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**329,378**

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

**24,330,584\***

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

**1.0%**

12. TYPE OF REPORTING PERSON

**IN**

\* Robert E. Gray expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.



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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**55,830**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**55,830**

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

**24,604,132\***

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

**0.2%**

12. TYPE OF REPORTING PERSON

**IN**

\* Thomas G. McCollum expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**BUDDY HUTCHINSON CARS, INC.**

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Florida**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**120,369**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**120,369**

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

**24,539,593\***

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

**0.4%**

12. TYPE OF REPORTING PERSON

**CO**

\* Buddy Hutchinson Cars, Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**SLT/TAG INC.**

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Oregon**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**1,077,319**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,077,319**

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

**23,582,643\***

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

**3.3%**

12. TYPE OF REPORTING PERSON

**CO**

\* SLT/TAG Inc. expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

CUSIP NO. 043436104 13G

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

**NOEL E. DANIELS**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)   
3. SEC USE ONLY  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

	5.	SOLE VOTING POWER
		<b>0</b>
	6.	SHARED VOTING POWER
NUMBER OF SHARES		<b>24,659,962</b>
BENEFICIALLY OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH REPORTING PERSON		<b>38,750</b>
WITH	8.	SHARED DISPOSITIVE POWER
		<b>0</b>

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**38,750**

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

**24,621,212\***

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

**0.1%**

12. TYPE OF REPORTING PERSON

**IN**

\* Noel E. Daniels expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

SOLE DISPOSITIVE POWER

**43,456**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**43,456**

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

**24,616,506\***

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

**0.1%**

12. TYPE OF REPORTING PERSON

**IN**

\* Nancy D. Noble expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**19,375**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**19,375**

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

**24,640,587\***

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

**0.1%**

12. TYPE OF REPORTING PERSON

**IN**

\* Steve M. Inzinna expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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) (b) 

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**USA**

5. SOLE VOTING POWER

**0**

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON 7.  
WITH

**24,659,962**

- SOLE DISPOSITIVE POWER

**19,370**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**19,370**

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

**24,640,592\*** 

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

**0.1%**

12. TYPE OF REPORTING PERSON

**IN**

\* Stephen M. Silverio expressly disclaims beneficial ownership of the shares of Asbury Automotive Group, Inc. beneficially owned by all other parties to the Shareholders Agreement identified in Item 8 below.

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

Item 1(b). Address of Issuer's Principal Executive Offices:

**3 LANDMARK SQUARE  
SUITE 500  
STAMFORD, CT 06901**

Item 2(a). Name of Persons Filing:

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.  
RIPPLEWOOD PARTNERS L.P.  
COLLINS FAMILY PARTNERS, L.P.  
TIMOTHY C. COLLINS  
C.V. NALLEY III  
THOMAS MCLARTY III  
LUTHER COGGIN  
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE  
TOMM, TENANTS BY THE ENTIRETIES  
JOHN R. CAPPS  
JIW ENTERPRISES IRREVOCABLE TRUST OF 2004  
JIW FUND I, LLC  
DMCD AUTOS IRVING, INC.  
DMCD AUTOS HOUSTON, INC.  
CHILDS & ASSOCIATES INC.  
ROBERT E. GRAY  
THOMAS G. MCCOLLUM  
BUDDY HUTCHINSON CARS, INC.  
SLT/TAG INC.  
NOEL E. DANIELS  
NANCY D. NOBLE  
STEVE M. INZINNA  
STEPHEN M. SILVERIO**

Item 2(b). Address of Principal Business Office or, if none, Residence:

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.  
C/O RIPPLEWOOD PARTNERS L.P.  
ONE ROCKEFELLER PLAZA  
32ND FLOOR  
NEW YORK, NY 10020**

**RIPPLEWOOD PARTNERS L.P.**



**ONE ROCKEFELLER PLAZA  
32ND FLOOR  
NEW YORK, NY 10020**

**COLLINS FAMILY PARTNERS, L.P.  
C/O RIPPLEWOOD PARTNERS L.P.  
ONE ROCKEFELLER PLAZA  
32ND FLOOR  
NEW YORK, NY 10020**

**TIMOTHY C. COLLINS  
C/O RIPPLEWOOD PARTNERS L.P.  
ONE ROCKEFELLER PLAZA  
32ND FLOOR  
NEW YORK, NY 10020**

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

**THOMAS MCLARTY III  
425 WEST CAPITOL AVE.  
STE. 3810  
LITTLE ROCK, AR 72201**

**LUTHER COGGIN  
4306 PABLO OAKS COURT  
JACKSONVILLE, FL 32224**

**CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE  
TOMM, TENANTS BY THE ENTIRETIES  
c/o COGGIN AUTOMOTIVE GROUP  
4306 PABLO OAKS COURT  
JACKSONVILLE, FL 32224**

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

**JIW ENTERPRISES IRREVOCABLE TRUST OF 2004  
C/O JEFFREY I. WOOLEY**

**COURTESY AUTOMOTIVE GROUP  
MERCEDES BENZ OF TAMPA  
4636 N. DALE MABRY HWY  
TAMPA, FL 33614**

**JIW FUND I, LLC  
C/O JEFFREY I. WOOLEY  
COURTESY AUTOMOTIVE GROUP  
MERCEDES BENZ OF TAMPA  
4636 N. DALE MABRY HWY  
TAMPA, FL 33614**

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

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

**CHILDS & ASSOCIATES INC.  
C/O CROWN FORD  
256 SWAIN STREET  
FAYETTEVILLE, NC 28303**

**ROBERT E. GRAY  
C/O GRAY-DANIELS AUTO FAMILY  
6060 I-55N  
JACKSON, MS 39211**

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

**BUDDY HUTCHINSON CARS, INC.  
5100 SUNBEAM ROAD  
SUITE 1  
JACKSONVILLE, FL 32257**

**SLT/TAG INC.  
C/O TONKON TORP L.L.P.  
1600 PIONEER TOWER  
888 SW FIFTH AVE.  
PORTLAND, OR 97204**

**NOEL E. DANIELS**



**C/O GRAY-DANIELS AUTO FAMILY  
6060 I-55N  
JACKSON, MS 39211**

**NANCY D. NOBLE  
C/O COGGIN AUTOMOTIVE GROUP  
4306 PABLO OAKS COURT  
JACKSONVILLE, FL 32224**

**STEVE M. INZINNA  
C/O GRAY-DANIELS AUTO FAMILY  
6060 I-55N  
JACKSON, MS 39211**

**STEPHEN M. SILVERIO  
C/O THOMASON AUTO GROUP  
CORP EAST  
17225 SE MCLOUGHLIN BLVD.  
PORTLAND, OR 97268-1228**

Item 2(c).      Citizenship:

**ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE  
RIPPLEWOOD PARTNERS L.P. - DELAWARE  
COLLINS FAMILY PARTNERS, L.P. - DELAWARE  
TIMOTHY C. COLLINS - USA  
C.V. NALLEY, III - USA  
THOMAS MCLARTY III - USA  
LUTHER COGGIN - USA  
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE  
TOMM, TENANTS BY THE ENTIRETIES - USA  
JOHN R. CAPPS - USA  
JIW ENTERPRISES IRREVOCABLE TRUST OF 2004 -  
USA  
JIW FUND I, LLC - USA  
DMCD AUTOS IRVING, INC. - TEXAS  
DMCD AUTOS HOUSTON, INC. - TEXAS  
CHILDS & ASSOCIATES INC. - NORTH CAROLINA  
ROBERT E. GRAY - USA  
THOMAS G. MCCOLLUM - USA  
BUDDY HUTCHINSON CARS, INC. - FLORIDA  
SLT/TAG INC. - OREGON  
NOEL E. DANIELS - USA  
NANCY D. NOBLE - USA  
STEVE M. INZINNA - USA  
STEPHEN M. SILVERIO - USA**

Item 2(d). Title of Class of Securities:

**COMMON STOCK, PAR VALUE \$.01 PER SHARE**

Item 2(e). CUSIP Number:

**043436104**

Item 3. **NOT APPLICABLE. THIS SCHEDULE 13G IS FILED PURSUANT TO RULE 13D-1(d).**

Item 4. Ownership

(a). Amount beneficially owned:

**SEE THE RESPONSES TO ITEM 9 ON THE ATTACHED COVER PAGES.**

(b). Percent of Class:

**SEE THE RESPONSES TO ITEM 11 ON THE ATTACHED COVER PAGES.**

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote:

**SEE THE RESPONSES TO ITEM 5 ON THE ATTACHED COVER PAGES.**

(ii). Shared power to vote or to direct the vote:

**SEE THE RESPONSES TO ITEM 6 ON THE ATTACHED COVER PAGES.**

(iii). Sole power to dispose or to direct the disposition of:

**SEE THE RESPONSES TO ITEM 7 ON THE ATTACHED COVER PAGES.**

(iv). Shared power to dispose or to direct the disposition of:

**SEE THE RESPONSES TO ITEM 8 ON THE ATTACHED COVER PAGES.**

Item 5. Ownership of Five Percent or Less of a Class

**IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT**

**OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [ ].**

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

**NOT APPLICABLE**

Item 7. Identification and Classification of the Subsidiary  
Which Acquired the Security Being Reported on  
By the Parent Holding Company or Control Person

**NOT APPLICABLE**

Item 8. Identification and Classification of Members of the Group

**THE FOLLOWING SHAREHOLDERS ARE MEMBERS OF A GROUP  
BASED ON VOTING ARRANGEMENTS IN ASBURY AUTOMOTIVE  
GROUP, INC.'S SHAREHOLDERS AGREEMENT, DATED AS OF  
MARCH 1, 2002, AS AMENDED:**

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.\*  
C.V. NALLEY, III  
THOMAS MCLARTY, III  
LUTHER COGGIN  
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE  
TOMM, TENANTS BY THE ENTIRETIES  
JOHN R. CAPPS  
JIW ENTERPRISES IRREVOCABLE TRUST OF 2004  
JIW FUND I, LLC  
DMCD AUTOS IRVING, INC.  
DMCD AUTOS HOUSTON, INC.  
CHILDS & ASSOCIATES INC.  
ROBERT E. GRAY  
THOMAS G. MCCOLLUM  
BUDDY HUTCHINSON CARS, INC.  
SLT/TAG INC.  
NOEL E. DANIELS  
NANCY D. NOBLE  
STEVE M. INZINNA  
STEPHEN M. SILVERIO**

\* Ripplewood Partners L.P. is the owner of approximately 51% of the membership interests of Asbury Automotive Holdings L.L.C.; FS Equity Partners III, L.P., FS Equity Partners International L.P and FS Equity Partners IV, L.P., investment funds affiliated with Freeman Spogli, are the owners of approximately 49% of the membership interests of Asbury Automotive Holdings L.L.C.

Item 9. Notice of Dissolution of Group

**NOT APPLICABLE**

Item 10. Certifications

**NOT APPLICABLE**

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

**ASBURY AUTOMOTIVE HOLDINGS L.L.C.**

by: /s/ TIMOTHY C. COLLINS

Name: Timothy C. Collins

**RIPPLEWOOD PARTNERS L.P.**

by: /s/ TIMOTHY C. COLLINS

Name: Timothy C. Collins

**COLLINS FAMILY PARTNERS, L.P.**

by: /s/ TIMOTHY C. COLLINS

Name: Timothy C. Collins

**TIMOTHY C. COLLINS**

by: /s/ TIMOTHY C. COLLINS

Name: Timothy C. Collins

**C.V. NALLEY, III**

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

Name: C.V. Nalley, III



**THOMAS F. MCLARTY, III**

by: /s/ THOMAS F. MCLARTY, III

Name: Thomas F. McLarty, III

**LUTHER COGGIN**

by: /s/ LUTHER COGGIN

Name: Luther Coggin

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

by: /s/ CHARLES TOMM and ANITA DESAUSSURE TOMM

Name: Charles Tomm and Anita Desaussure Tomm

**JOHN R. CAPPS**

by: /s/ JOHN R. CAPPS

Name: John R. Capps

**JIW ENTERPRISES IRREVOCABLE  
TRUST OF 2004**

by: /s/ JEFFREY I. WOOLEY

Name: Jeffrey I. Wooley

**JIW FUND I, LLC**

by: /s/ JEFFREY I. WOOLEY

Name: Jeffrey I. Wooley



**DMCD AUTOS IRVING, INC.**

by: /s/ DAVID MCDAVID  
Name: David McDavid  
Title: President

**DMCD AUTOS HOUSTON, INC.**

by: /s/ DAVID MCDAVID  
Name: David McDavid  
Title: President

**CHILDS & ASSOCIATES INC.**

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

**ROBERT E. GRAY**

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

**THOMAS G. MCCOLLUM**

by: /s/ THOMAS G. MCCOLLUM  
Name: Thomas G. McCollum

**BUDDY HUTCHINSON CARS, INC.**

by: /s/ BUDDY HUTCHINSON

Name: Buddy Hutchinson

**SLT/TAG INC.**

by: /s/ SCOTT L. THOMASON

Name: Scott L. Thomason

Title: President

**NOEL E. DANIELS**

by: /s/ NOEL E. DANIELS

Name: Noel E. Daniels

**NANCY D. NOBLE**

by: /s/ NANCY D. NOBLE

Name: Nancy D. Noble

**STEVE M. INZINNA**

by: /s/ STEVE M. INZINNA

Name: Steve M. Inzinna

**STEPHEN M. SILVERIO**

by: /s/ STEPHEN M. SILVERIO

Name: Stephen M. Silverio

