

ASBURY AUTOMOTIVE GROUP INC
Form SC 13G
February 18, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

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

- 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

25,721,510

OWNED BY

EACH

- 7. SOLE DISPOSITIVE POWER

REPORTING 17,550,743

PERSON

WITH

- 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

8,170,767*

- 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.

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CUSIP NO. 043436104

13G

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

25,721,510

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

16,766,610*

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

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

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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

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6. SHARED VOTING POWER

25,721,510

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

16,766,610*

[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

BENEFICIALLY

6. SHARED VOTING POWER

25,721,510

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

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

16,766,610*

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.

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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

NUMBER OF 0

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

25,721,510

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

24,360,751*

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.

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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

25,721,510

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

25,267,396*

[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.

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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 25,721,510

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

25,368,494*

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.

CUSIP NO. 043436104

13G

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

25,721,510

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

25,685,375*

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.

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CUSIP NO. 043436104

13G

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 25,721,510

7. SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 36,135

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

25,685,375*

[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.

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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 25,721,510
OWNED BY -----
EACH 7. SOLE DISPOSITIVE POWER
REPORTING 36,135
PERSON -----
8. SHARED DISPOSITIVE POWER
WITH
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
25,685,375* [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.

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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

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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 25,721,510

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

25,586,640*

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.

 CUSIP NO. 043436104 13G

 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 25,721,510
 EACH -----
 REPORTING 7. SOLE DISPOSITIVE POWER
 PERSON 225,845
 WITH -----
 8. SHARED DISPOSITIVE POWER

 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

 25,495,665*

 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.

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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

25,721,510

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

25,182,538*

[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.

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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

25,721,510

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OWNED BY

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

24,441,473*

[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.

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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 25,721,510

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

25,603,956*

[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.

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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

25,721,510

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

754,867

PERSON

8. SHARED DISPOSITIVE POWER

WITH

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

24,966,643*

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.

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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

BENEFICIALLY

6. SHARED VOTING POWER

25,721,510

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

320,226

PERSON

WITH

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

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25,401,284*

[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.

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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

6. SHARED VOTING POWER

25,721,510

OWNED BY

EACH

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

25,644,675*

[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.

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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 25,721,510
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
25,568,580* [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.

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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
25,721,510

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

329,378

PERSON

WITH

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

25,392,132*

--

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

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

BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,721,510

- 6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER 45,840

- 8. SHARED DISPOSITIVE POWER

WITH 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

25,675,670*

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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.

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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

25,721,510

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

25,698,370*

[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.

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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) [x]

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

FLORIDA

5. SOLE VOTING POWER

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NUMBER OF 0
SHARES -----
BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 25,721,510
EACH 7. SOLE DISPOSITIVE POWER
REPORTING 403,369
PERSON -----
WITH 8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
403,369

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
25,318,141* [x]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.24%

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.

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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

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(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

OREGON

5. SOLE VOTING POWER

NUMBER OF SHARES 0

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,721,510

7. SOLE DISPOSITIVE POWER

1,369,016

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

24,352,494*

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.

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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

NUMBER OF SHARES 0

BENEFICIALLY OWNED BY

6. SHARED VOTING POWER
25,721,510

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

25,672,760*

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

0.12%

12. TYPE OF REPORTING PERSON

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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 SHARES 0

BENEFICIALLY OWNED BY

6. SHARED VOTING POWER

25,721,510

EACH REPORTING PERSON

7. SOLE DISPOSITIVE POWER

41,099

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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41,099

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

25,680,411*

[x]

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

0.13%

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.

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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) [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

25,721,510

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OWNED BY

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 19,375

PERSON WITH 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
25,702,135* [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.

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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

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

6. SHARED VOTING POWER

25,721,510

7. SOLE DISPOSITIVE POWER

22,370

8. SHARED DISPOSITIVE POWER

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

25,699,140*

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.

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Item 1(a). Name of Issuer:

ASBURY AUTOMOTIVE GROUP, INC.

Item 1(b).

Address of Issuer's Principal Executive Offices:

Edgar Filing: ASBURY AUTOMOTIVE GROUP INC - Form SC 13G

3 LANDMARK SQUARE
SUITE 500
STAMFORD, CT 06901

Item 2(a).

Name of Persons Filing:

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

CNC AUTOMOTIVE, LLC
JOHN R. CAPPS
JIW ENTERPRISES IRREVOCABLE TRUST OF 2003
JIW FUND I, LLC
DMCD AUTOS IRVING, INC.
DMCD AUTOS HOUSTON, INC.
DAVE WEGNER
CHILDS & ASSOCIATES INC.
ROBERT E. GRAY
GIBSON FAMILY PARTNERSHIP, L.P.
THOMAS G. MCCOLLUM
BUDDY HUTCHINSON CARS, INC.
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

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NEW YORK, NY 10020

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

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

LUTHER COGGIN
4306 PABLO OAKS COURT
JACKSONVILLE, FL 32224

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

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

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

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

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

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

JIW ENTERPRISES IRREVOCABLE TRUST OF 2003
C/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

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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

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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

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

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

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JACKSONVILLE, FL 32224

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

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

Item 2(c).

Citizenship:

ASBURY AUTOMOTIVE HOLDINGS L.L.C. - DELAWARE
RIPPLEWOOD PARTNERS L.P. - DELAWARE
COLLINS FAMILY PARTNERS, L.P. - DELAWARE
TIMOTHY C. COLLINS - USA
C.V. NALLEY, III - USA
THOMAS F. MCLARTY III - USA
LUTHER COGGIN - USA
TRACEY C. HAWKINS 1999 ATT TRUST - FLORIDA
CHRISTY C. HAYDEN 1999 ATT TRUST - FLORIDA
CINDY C. COGGIN 1999 ATT TRUST - FLORIDA
CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY
THE ENTIRETIES - USA

Page 35 of 40

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
BUDDY HUTCHINSON CARS, INC. - FLORIDA
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).

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- 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

Page 36 of 40

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

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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
BUDDY HUTCHINSON CARS, INC.
DEALER GROUP LLC
NOEL E. DANIELS
NANCY D. NOBLE
STEVE M. INZINNA
STEPHEN M. SILVERIO

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

- Item 9. Notice of Dissolution of Group
NOT APPLICABLE
- Item 10. Certifications
NOT APPLICABLE

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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 ___, 2004

ASBURY AUTOMOTIVE HOLDINGS L.L.C.

by: /s/ Timothy C. Collins

Name: Timothy C. Collins
Title:

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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 38 of 40

TRACEY C. HAWKINS 1999 ATT TRUST

by: /s/ Luther Coggin

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Name: Luther Coggin
Title: Trustee

CHRISTY C. HAYDEN 1999 ATT TRUST

by: /s/ Luther Coggin

Name: Luther Coggin
Title: Trustee

CINDY C. COGGIN 1999 ATT TRUST

by: /s/ Luther Coggin

Name: Luther Coggin
Title: Trustee

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

by: /s/ Charles Tomm and
Anita DeSaussure Tomm

Name: Charles Tomm and
Anita DeSaussure Tomm
Title:

CNC AUTOMOTIVE, LLC

by: /s/ Michael S. Kearney

Name: Michael S. Kearney
Title: President

JOHN R. CAPPS

by: /s/ John R. Capps

Name: John R. Capps
Title:

JIW ENTERPRISES IRREVOCABLE TRUST
OF 2003

by: /s/ Jeffrey I. Wooley

Name: Jeffrey I. Wooley
Title: Trustee

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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

Page 39 of 40

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:

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GIBSON FAMILY PARTNERSHIP, L.P.

by: /s/ Thomas Gibson

Name: Thomas Gibson
Title:

THOMAS G. MCCOLLUM

by: /s/ Thomas G. McCollum

Name: Thomas G. McCollum
Title:

BUDDY HUTCHINSON CARS, INC.

by: /s/ M. Forest Hutchinson, III

Name: M. Forest Hutchinson, III
Title: President

DEALER GROUP LLC

by: /s/ Scott L. Thomason

Name: Scott L. Thomason
Title: Manager

NOEL E. DANIELS

by: /s/ Noel E. Daniels

Name: Noel E. Daniels
Title:

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NANCY D. NOBLE

by: /s/ Nancy D. Noble

Name: Nancy D. Noble
Title:

STEVE M. INZINNA

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by: /s/ Steve M. Inzinna

Name: Steve M. Inzinna
Title:

STEPHEN M. SILVERIO

by: /s/ Stephen M. Silverio

Name: Stephen M. Silverio
Title: