

RIPPLEWOOD PARTNERS LP  
Form SC 13G/A  
February 14, 2006

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

**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, 2005**

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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  <b>ASBURY AUTOMOTIVE HOLDINGS L.L.C.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>17,550,743</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,550,743</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>4,545,518*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>53.4%</b>	

12.	TYPE OF REPORTING PERSON	
	<b>CO</b>	

\*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  <b>RIPPLEWOOD PARTNERS L.P.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</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>13,141,361*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>27.3%</b>	

12.	TYPE OF REPORTING PERSON  <b>PN</b>	
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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. 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  <b>COLLINS FAMILY PARTNERS, L.P.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</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>13,141,361*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>27.3%</b>	

12.	TYPE OF REPORTING PERSON  <b>PN</b>	
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\* 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  <b>TIMOTHY C. COLLINS</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</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>13,141,361*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>27.3%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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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.

CUSIP NO.  
043436104

13G

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>C.V. NALLEY, III</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>1,360,759</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>1,360,759</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>20,735,502*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>4.1%</b>	

12.	TYPE OF REPORTING PERSON	
	<b>CO</b>	

\* 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  <b>THOMAS F. MCLARTY III</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>454,114</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>454,114</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,642,147*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>1.4%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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  <b>LUTHER COGGIN</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>100,000</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>100,000</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,996,261*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.3%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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

13G

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  0
	6.	SHARED VOTING POWER  22,096,261
	7.	SOLE DISPOSITIVE POWER  349,039
	8.	SHARED DISPOSITIVE POWER  0
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  349,039	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  21,747,222*	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	

	<b>1.1%</b>	
12.	TYPE OF REPORTING PERSON	
	<b>00</b>	

\* 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  <b>JOHN R. CAPPS</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>210,300</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>210,300</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,885,961*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.6%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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  <b>JIW ENTERPRISES IRREVOCABLE TRUST OF 2005</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>1,280,037</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>1,280,037</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>20,816,224*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>3.9%</b>	

12.	TYPE OF REPORTING PERSON  <b>00</b>	
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\* JIW Enterprises Irrevocable Trust of 2005 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  <b>JIW FUND I, LLC</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>117,554</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>117,554</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,978,707*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.4%</b>	

12.	TYPE OF REPORTING PERSON  <b>00</b>	
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\* 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  <b>DMCD AUTOS IRVING, INC.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Texas</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>12,109</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>12,109</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,084,152*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.0%</b>	

12.	TYPE OF REPORTING PERSON	
	<b>CO</b>	

\* 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  <b>ROBERT E. GRAY</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>329,378</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>329,378</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,766,883*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>1.0%</b>	

12.	TYPE OF REPORTING PERSON	
	<b>IN</b>	

\* 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  <b>GIBSON FAMILY PARTNERSHIP, L.P.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Pennsylvania</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>124,749</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>124,749</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>21,971,512*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.4%</b>	

12.	TYPE OF REPORTING PERSON  <b>PN</b>	
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\* 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.

CUSIP NO.  
043436104

13G

1.	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  <b>THOMAS G. MCCOLLUM</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>87,870</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>87,870</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,008,391*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.3%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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  <b>SLT/TAG, INC.</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Oregon</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>61,900</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>61,900</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,034,361*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.2%</b>	

12.	TYPE OF REPORTING PERSON	
	<b>CO</b>	

\* 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  <b>NOEL E. DANIELS</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>17,478</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>17,478</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,078,783*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.1%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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  <b>NANCY D. NOBLE</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>20,856</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>20,856</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,075,405*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.1%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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  <b>STEVE M. INZINNA</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>USA</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>22,096,261</b>
	7.	SOLE DISPOSITIVE POWER  <b>19,375</b>
	8.	SHARED DISPOSITIVE POWER  <b>0</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>19,375</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <b>22,076,886*</b>	<input checked="" type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>0.1%</b>	

12.	TYPE OF REPORTING PERSON  <b>IN</b>	
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\* 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.



Item 1. (a) Name of Issuer:

**ASBURY AUTOMOTIVE GROUP, INC.**

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

**622 THIRD AVENUE  
37TH FLOOR  
NEW YORK, NY 10017**

Item 2. (a) 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 2005  
JIW FUND I, LLC  
DMCD AUTOS IRVING, INC.  
ROBERT E. GRAY  
GIBSON FAMILY PARTNERSHIP, L.P.  
THOMAS G. MCCOLLUM  
SLT/TAG, INC.  
NOEL E. DANIELS  
NANCY D. NOBLE  
STEVE M. INZINNA**

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

**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  
C/O KISSINGER MCLARTY ASSOCIATES  
1775 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20006**

**LUTHER COGGIN  
C/O COGGIN AUTOMOTIVE GROUP  
4306 PABLO OAKS COURT  
JACKSONVILLE, FL 32224**

**CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES  
c/o COGGIN AUTOMOTIVE GROUP  
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 2005  
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# 240  
DALLAS, TX 75248**

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

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**GIBSON FAMILY PARTNERSHIP, L.P.  
810 MT. MORO RD.  
VILLANOVA, PA 19085**

**THOMAS G. MCCOLLUM  
C/O DAVID MCDAVID AUTO GROUP  
3600 WEST AIRPORT FREEWAY  
IRVING, TX 75062**

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

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

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

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

(c) Citizenship:

**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 2005 - USA**

**JIW FUND I, LLC - USA**

**DMCD AUTOS IRVING, INC. - TEXAS**

**ROBERT E. GRAY - USA**

**GIBSON FAMILY PARTNERSHIP, L.P. - USA**

**THOMAS G. MCCOLLUM - USA**

**SLT/TAG, INC. - OREGON**

**NOEL E. DANIELS - USA**

**NANCY D. NOBLE - USA**

**STEVE M. INZINNA - USA**

(d) Title of Class of Securities:

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

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(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 2005**

**JIW FUND I, LLC**

**DMCD AUTOS IRVING, INC.**

**ROBERT E. GRAY**

**GIBSON FAMILY PARTNERSHIP, L.P.**

**THOMAS G. MCCOLLUM**

**SLT/TAG, INC.**

**NOEL E. DANIELS**

**NANCY D. NOBLE**

**STEVE M. INZINNA**

\* 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, 2006

**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

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**C.V. NALLEY, III**

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

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**THOMAS F. MCLARTY, III**

by: /s/ Thomas F. McLarty, III  
Name: Thomas F. McLarty, III

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**LUTHER COGGIN**

by: /s/ Luther Coggin  
Name: Luther Coggin  
Title: Chairman of the Board,  
Coggin Automotive Group

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

by: /s/ Charlie Tomm and Anita  
Desaussure Tomm  
Name: Charlie Tomm and Anita  
Desaussure Tomm

---

**JOHN R. CAPPS**

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

---

**JIW ENTERPRISES IRREVOCABLE TRUST  
OF 2005**

by: /s/ Jeffrey I. Wooley  
Name: Jeffrey I. Wooley

**JIW FUND 1, LLC**

by: /s/ Jeffrey I. Wooley  
Name: Jeffrey I. Wooley

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**DMCD AUTOS IRVING, INC.**

by: /s/ David McDavid  
Name: David McDavid

---



**ROBERT E. GRAY**

by: /s/ Robert E. Gray  
Name: Robert E. Gray  
Title: Chief Executive Officer

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**GIBSON FAMILY PARTNERSHIP, L.P.**

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

---

**THOMAS G. MCCOLLUM**

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

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**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