

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.

(Name of Issuer)

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

(Title of Class of Securities)

043436104

(CUSIP Number)

December 31, 2005

(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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |

| | | |
|--|----|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 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 4,545,518* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 53.4% | |

| | | |
|-----|--------------------------|--|
| | | |
| 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

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|----|--|---|
| 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 7. | SOLE DISPOSITIVE POWER 8,954,900 |
| | 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 13,141,361* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.3% | |

| | | |
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| | | |
| 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.
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| 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 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 13,141,361* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.3% | |

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|-----|---|--|
| | | |
| 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.
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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) <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 0 |
| | 8. | SHARED DISPOSITIVE POWER 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 13,141,361* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.3% | |

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| 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.
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| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C.V. NALLEY, III | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <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 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 20,735,502* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1% | |

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| | | |
| 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.
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|----|---|---|
| 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) <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 454,114 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 454,114 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 21,642,147* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.4% | |

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| 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.
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|----|---|---|
| 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) <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 100,000 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 100,000 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 21,996,261* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3% | |

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| 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.
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|--|--|--|---|
| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CHARLIE (C.B.) TOMM AND ANITA DESAUSSURE TOMM, TENANTS BY THE ENTIRETIES | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (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) | | |

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|-----|--------------------------|--|
| | 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.
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| | | |
|----|---|---|
| 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) <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 210,300 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 210,300 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 21,885,961* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.6% | |

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| 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

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| | | |
|----|---|---|
| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON JIW ENTERPRISES IRREVOCABLE TRUST OF 2005 | |
| 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 1,280,037 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 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 20,816,224* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.9% | |

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| 12. | TYPE OF REPORTING PERSON 00 | |

* 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

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|----|---|---|
| 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) <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 117,554 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 117,554 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 21,978,707* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4% | |

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| | | |
| 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

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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Texas | |

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 7. | SOLE DISPOSITIVE POWER 12,109 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,109 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 22,084,152* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% | |

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| 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

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|--|--|---|
| 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) <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 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 21,766,883* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.0% | |

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| 12. | TYPE OF REPORTING PERSON IN | |

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

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|----|---|---|
| 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania | |

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 7. | SOLE DISPOSITIVE POWER 124,749 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 124,749 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 21,971,512* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4% | |

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|-----|---|--|
| | | |
| 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.

CUSIP NO.
043436104

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| | | |
|----|--|---|
| 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) <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 87,870 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 87,870 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 22,008,391* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3% | |

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| 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

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| | | |
|----|---|---|
| 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. | SEC USE ONLY | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Oregon | |

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 |
| | 6. | SHARED VOTING POWER 22,096,261 |
| | 7. | SOLE DISPOSITIVE POWER 61,900 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

| | | |
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| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 61,900 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 22,034,361* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% | |

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|-----|---|--|
| | | |
| 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.

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| | | |
|----|---|---|
| 1. | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON NOEL E. DANIELS | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (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 17,478 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

| | | |
|-----|--|-------------------------------------|
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,478 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 22,078,783* | <input checked="" type="checkbox"/> |
| 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) <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 20,856 |
| | 8. | SHARED DISPOSITIVE POWER 0 |

| | | |
|-----|--|-------------------------------------|
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,856 | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 22,075,405* | <input checked="" type="checkbox"/> |
| 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) <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 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 22,076,886* | <input checked="" type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 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.

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

**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

23

(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

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
Title: Chairman of the Board,
Coggin Automotive Group

**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

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

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

SLT/TAG, INC.

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

NOEL E. DANIELS

by: