

ASBURY AUTOMOTIVE GROUP, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Dated: July 27, 2005

Purpose

The purpose of the Governance and Nominating Committee is to:

1. Identify individuals qualified to become Board members and recommend director candidates to the Board;
2. Develop and recommend to the Board the Company's corporate governance policies and practices;
3. Lead the Board in its annual review of Board performance and effectiveness;
4. Recommend to the Board committee structure, membership and responsibilities.

Membership

The Committee shall consist of at least three directors. Each member shall meet the independence requirements of the New York Stock Exchange and all other applicable requirements for director independence as determined by the Board.

The members of the Committee and its chair shall be appointed by the Board and serve at the pleasure of the Board.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Identify, recruit and interview candidates. Recommend candidates to the Board to fill vacancies, to meet the additional needs of the Board, and to stand for re-election. In addition to other resources, the Committee shall consider recommendations for director candidates from management, and, subject to the Company's bylaws, the Company's stockholders.
2. Periodically review the qualifications criteria for Board membership and selection of new directors, and recommend changes to the Board as appropriate.
3. Retain search firms and other resources to identify director candidates or otherwise advise and assist the Committee. The Committee shall have

sole authority to negotiate fees and other terms of retention and termination.

4. Regularly review issues and developments relating to corporate governance matters and make recommendations to the Board as appropriate. Review the Company's Corporate Governance Guidelines at least annually, including criteria for independence, and recommend changes to the Board as appropriate.
5. Review the Board's committee structure, membership and responsibilities and recommend changes to the Board as appropriate.
6. Review the Board's composition, structure, size, meetings and agendas, and recommend changes to the Board as appropriate.
7. Oversee compliance with the Company's Code of Business Conduct and Ethics ("Code"). Review requests for waivers of the Code for any executive officer or director, and recommend to the Board whether particular requests should be granted. Review the Code at least annually and recommend changes to the Board as appropriate.
8. Consider possible conflicts of interest of Board members and of the Company's senior executives, and recommend action to the Board.
9. Lead the Board in the conduct of its annual review of Board performance and effectiveness.
10. Conduct an annual evaluation of its performance and effectiveness and report the results to the Board.
11. Make recommendations to the Board with respect to the orientation and training needs of directors. Provide information to Board members regarding opportunities to participate in continuing education programs relevant to their director responsibilities.
12. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board as appropriate.
13. Make regular reports to the Board of the results of its meetings.

Committee Structure and Operations

The Committee shall meet at least three times per year, with further meetings or actions by unanimous written consent, as determined by the Committee or its chair to be necessary or desirable.

The Committee may obtain participation, advice and assistance from Company or external sources as it determines to be necessary or appropriate to carry out its responsibilities.