

GROUP 1 AUTOMOTIVE INC

0802

August 13, 2002

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Via Facsimile and FedEx
202-942-9651

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth St., NW
Washington, DC 20549-0609

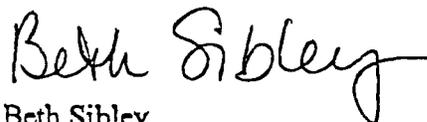
Re: Statements of the Principal Executive Officer and Principal Financial Officer of Group 1 Automotive, Inc. pursuant to SEC Order No. 4-460

Dear Mr. Katz:

Pursuant to Order No. 4-460 of the Securities and Exchange Commission issued on June 27, 2002, enclosed please find the statements under oath of (i) B.B. Hollingsworth, Jr., Chief Executive Officer of Group 1 Automotive, Inc. and (ii) Scott L. Thompson, Chief Financial Officer of Group 1 Automotive, Inc. The above-referenced documents are being filed separately on Form 8-K.

Please acknowledge receipt of this filing by file-stamping the enclosed copy of the transmittal letter and each of the certifications and returning them to me in the self-addressed, postage-paid envelope. If you have any questions or comments with respect to the foregoing, please contact the undersigned at 713-647-5763.

Very truly yours,



Beth Sibley
Manager, Legal Services

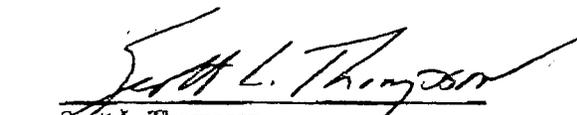
Enclosures

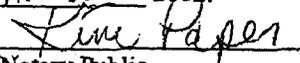
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STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Scott L. Thompson, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Group 1 Automotive, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the audit committee of Group 1 Automotive, Inc.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - The Annual Report on Form 10-K for the fiscal period ended December 31, 2001 of Group 1 Automotive, Inc., filed with the Commission on March 20, 2002;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Group 1 Automotive, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.


 Scott L. Thompson
 August 13, 2002

Subscribed and sworn to
 before me this 13th day of
 AUGUST 2002.

 Notary Public

My Commission Expires:
 1-31-04

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