

Edgar Filing: AUTONATION INC /FL - Form SC 13D/A

AUTONATION INC /FL  
Form SC 13D/A  
May 10, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

AutoNation, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 par share

-----  
(Title of Class of Securities)

05329W102

-----  
(CUSIP Number)

John G. Finley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 8, 2006

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting 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 disclosures provided in a prior cover page.

The information required on 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. 05329W102

Page 2 of 18

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
ESL Partners, L.P., a Delaware limited partnership  
  
IRS IDENTIFICATION NO.: 22-2875193

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
 (a) X  
 (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
  
N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) OR 2 (e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

---

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		34,158,042
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		34,158,042
PERSON	10	SHARED DISPOSITIVE POWER
WITH		0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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24.3%

---

14 TYPE OF REPORTING PERSON

PN

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CUSIP No. 05329W102

Page 3 of 18

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 06-1456821

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

7 SOLE VOTING POWER

NUMBER OF

231,107

SHARES

---

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

---

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

231,107

PERSON

---

10 SHARED DISPOSITIVE POWER

WITH

0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

---

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 05329W102

Page 4 of 18

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investors, L.L.C., a Delaware limited liability company

IRS IDENTIFICATION NO.: 13-4095958

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X  
(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

7 SOLE VOTING POWER

NUMBER OF

11,494,559

SHARES

BENEFICIALLY

---

8 SHARED VOTING POWER

OWNED BY

0

EACH

---

9 SOLE DISPOSITIVE POWER

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REPORTING

11,494,559

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

Page 5 of 18

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investments, Inc., a Delaware corporation

IRS IDENTIFICATION NO.:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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NUMBER OF  
SHARES 51,972,218

---

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

---

9 SOLE DISPOSITIVE POWER

---

51,972,218

10 SHARED DISPOSITIVE POWER

---

0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[\_]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

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14 TYPE OF REPORTING PERSON

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CUSIP No. 05329W102

Page 6 of 18

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
CBL Partners, L.P., a Delaware limited partnership  
IRS IDENTIFICATION NO.: 06-1526810

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X  
(b) [\_]

---

3 SEC USE ONLY

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4 SOURCE OF FUNDS

N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER  
NUMBER OF  
SHARES 5,954,408

---

8 SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY 0

---

9 SOLE DISPOSITIVE POWER  
EACH  
REPORTING PERSON 5,954,408

---

10 SHARED DISPOSITIVE POWER  
WITH  
0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
24.3%

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14 TYPE OF REPORTING PERSON  
PN

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CUSIP No. 05329W102 Page 7 of 18

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Tynan, LLC, a Delaware limited liability company  
IRS IDENTIFICATION NO.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) X  
(b) [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) OR 2 (e)

[ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

7 SOLE VOTING POWER

NUMBER OF

2,735

SHARES

BENEFICIALLY

---

8 SHARED VOTING POWER

OWNED BY

0

EACH

REPORTING

---

9 SOLE DISPOSITIVE POWER

PERSON

2,735

WITH

---

10 SHARED DISPOSITIVE POWER

0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

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14 TYPE OF REPORTING PERSON

OO

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CUSIP No. 05329W102

Page 8 of 18

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 ESL Investment Management, LLC, a Delaware limited liability company  
  
 IRS IDENTIFICATION NO.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
 (a)  X  
 (b)  [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
  
 N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Delaware

---

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		70,403
<hr/>		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
<hr/>		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		70,403
<hr/>		
WITH	10	SHARED DISPOSITIVE POWER
		0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
  
 [ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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24.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

Page 9 of 18

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RBS Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

45,652,601

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

45,652,601

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

---

14 TYPE OF REPORTING PERSON

PN

---

CUSIP No. 05329W102

Page 10 of 18

---

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RBS Investment Management, LLC, a Delaware limited liability company

IRS IDENTIFICATION NO.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS

N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

7 SOLE VOTING POWER

NUMBER OF

231,107

SHARES

---

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

---

9 SOLE DISPOSITIVE POWER

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REPORTING

231,107

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

Page 11 of 18

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward S. Lampert

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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	7	SOLE VOTING POWER
NUMBER OF		
SHARES	52,172,621	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	0	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	52,172,621	
WITH	10	SHARED DISPOSITIVE POWER
	0	

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

---

14 TYPE OF REPORTING PERSON

IN

---

CUSIP No. 05329W102

Page 12 of 18

---

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

William C. Crowley

IRS IDENTIFICATION NO.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X

(b)

---

3 SEC USE ONLY

---

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4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

132,735

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

132,735

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

14 TYPE OF REPORTING PERSON

IN

Page 13 of 18

This Amendment No. 10 to Schedule 13D (this "Amendment") relates to shares of common stock, par value \$0.01 per share (the "Shares") of AutoNation, Inc. (the "Issuer"). This Amendment No. 10 supplementally amends the statement on Schedule 13D, as amended, filed by a group consisting of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL

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Investors, L.L.C., a Delaware limited liability company ("Investors"), ESL Investments, Inc. ("Investments"), CBL Partners, L.P., a Delaware limited partnership ("CBL"), Tynan, LLC ("Tynan"), ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), RBS Partners, L.P. a Delaware limited partnership ("RBS"), and RBS Investment Management, LLC, a Delaware limited liability company ("RBSIM"), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. ESL, Institutional, Investors, Investments, CBL, Tynan, ESLIM, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined in this Amendment as the "Filing Persons." Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the Securities and Exchange Commission. In Item 4 of Amendment No. 9 to Schedule 13D, filed on April 20, 2006, the Filing Persons disclosed their intention to dispose of approximately 6.8 million additional Shares through sales and/or distributions to their partners within the subsequent 12 months. Since that time, the Filing Persons have sold 4,662,600 Shares. As a result of those sales, the number of Shares the Filing Persons may be deemed to beneficially own has decreased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a)-(b) The Filing Persons may be deemed to beneficially own an aggregate of 52,305,356 Shares (approximately 24.3% of the outstanding Shares based on the Issuer having 214,945,830 Shares outstanding on April 26, 2006, as disclosed in the Issuer's last quarterly report on Form 10-Q).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITI POWER
ESL Partners, L.P.	52,305,356 (1)	24.3%	34,158,042	0	34,158,042
ESL Institutional Partners, L.P.	52,305,356 (1)	24.3%	231,107	0	231,107
ESL Investors, L.L.C.	52,305,356 (1)	24.3%	11,494,559	0	11,494,559
ESL Investments, Inc.	52,305,356 (1)	24.3%	51,972,218 (2)	0	51,972,218
CBL Partners, L.P.	52,305,356 (1)	24.3%	5,954,408	0	5,954,408
Tynan, LLC	52,305,356 (1)	24.3%	2,735	0	2,735
ESL Investment Management, LLC	52,305,356 (1)	24.3%	70,403	0	70,403
RBS Partners, L.P.	52,305,356 (1)	24.3%	45,652,601 (3)	0	45,652,601

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RBS Investment Management, LLC	52,305,356(1)	24.3%	231,107(4)	0	231,107
Edward S. Lampert	52,305,356(1)	24.3%	52,172,621(5)	0	52,172,621
William C. Crowley	52,305,356(1)	24.3%	132,735(6)	0	132,735

Page 14 of 18

(1) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 5,954,408 Shares held for the account of CBL, 2,735 Shares held for the account of Tynan, 70,403 Shares held for the account of ESLIM, 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Crowley.

(2) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments and 5,954,408 Shares held for the account of CBL.

(3) This number consists of 34,158,042 Shares held for the account of ESL and 11,494,559 Shares held for the account of Investors.

(4) This number consists of 231,107 Shares held for the account of Institutional.

(5) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 5,954,408 Shares held for the account of CBL, 70,403 Shares held for the account of ESLIM and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert.

(6) This number consists of 2,735 Shares held for the account of Tynan and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Crowley.

(c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Page 15 of 18

SIGNATURE

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.



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Dated: May 10, 2006

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its  
general partner

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

PAGE 16 of 18

CBL PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

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TYNAN, LLC

By: /s/ William C. Crowley  
-----  
Name: William C. Crowley  
Title: Member

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ Theodore W. Ullyot  
-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot  
-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, LLC

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot  
-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

EDWARD S. LAMPERT

/s/ Edward S. Lampert  
-----  
Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley  
-----  
William C. Crowley

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Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock
-----	-----	-----	-----
ESL Partners, L.P.	4/19/06	private sale to issuer in tender offer	13,362,883
ESL Institutional Partners, L.P.	4/19/06	private sale to issuer in tender offer	90,411
ESL Investors, L.L.C.	4/19/06	private sale to issuer in tender offer	4,496,756
CBL Partners, L.P.	4/19/06	private sale to issuer in tender offer	2,329,409
ESL Investment Management, LLC	4/19/06	private sale to issuer in tender offer	25,270
ESL Investments, Inc.	4/19/06	private sale to issuer in tender offer	48,133
Tynan, LLC	4/19/06	private sale to issuer in tender offer	982
ESL Partners, L.P.	5/1/06	open market sale	378,999

Page 18 of 18

ESL Institutional Partners, L.P.	5/1/06	open market sale	2,564
ESL Investors, L.L.C.	5/1/06	open market sale	127,537
ESL Partners, L.P.	5/4/06	open market sale	425,234
ESL Institutional Partners, L.P.	5/4/06	open market sale	2,877
ESL Investors, L.L.C.	5/4/06	open market sale	143,096
CBL Partners, L.P.	5/4/06	open market sale	140,193
ESL Partners, L.P.	5/5/06	open market sale	197,681
ESL Institutional Partners, L.P.	5/5/06	open market sale	1,337
ESL Investors, L.L.C.	5/5/06	open market sale	66,522
CBL Partners, L.P.	5/5/06	open market sale	34,460
ESL Partners, L.P.	5/8/06	open market sale	1,183,121
ESL Institutional Partners, L.P.	5/8/06	open market sale	8,005

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ESL Investors, L.L.C.	5/8/06	open market sale	398,133
CBL Partners, L.P.	5/8/06	open market sale	206,241
ESL Partners, L.P.	5/9/06	open market sale	530,510
ESL Institutional Partners, L.P.	5/9/06	open market sale	3,590
ESL Investors, L.L.C.	5/9/06	open market sale	178,522
CBL Partners, L.P.	5/9/06	open market sale	92,478
ESL Partners, L.P.	5/10/06	open market sale	356,814
ESL Institutional Partners, L.P.	5/10/06	open market sale	2,414
ESL Investors, L.L.C.	5/10/06	open market sale	120,072
CBL Partners, L.P.	5/10/06	open market sale	62,200