

AUTONATION INC /FL
Form SC 13D/A
May 29, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 22)*
AutoNation, Inc.**

(Name of Issuer)
Common Stock, par value \$0.01 per 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 28, 2008

(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 §§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 §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).

CUSIP No. 05329W102

PAGE 2 OF 26

NAME OF REPORTING PERSON

1

ESL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 52,376,162

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 52,376,162

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

PAGE 3 OF 26

NAME OF REPORTING PERSON

1

ESL Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 221,701

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 221,701

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

71,245,674

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

39.9%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 4 OF 26

NAME OF REPORTING PERSON

1

ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 10,116,107

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 10,116,107

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

PAGE 5 OF 26

NAME OF REPORTING PERSON

1

ESL Investments, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 70,881,304

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 70,881,304

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

CO

CUSIP No. 05329W102

PAGE 6 OF 26

NAME OF REPORTING PERSON

1

CBL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 5,712,083

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 5,712,083

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

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

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

39.9%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

PAGE 7 OF 26

NAME OF REPORTING PERSON

1

Tynan, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 2,406

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,406

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

PAGE 8 OF 26

NAME OF REPORTING PERSON

1

ESL Investment Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 61,964

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 61,964

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

PAGE 9 OF 26

NAME OF REPORTING PERSON

1

RBS Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 64,947,520

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 64,947,520

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

PAGE 10 OF 26

NAME OF REPORTING PERSON

1

RBS Investment Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 221,701

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 221,701

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,245,674

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.9%

14

TYPE OF REPORTING PERSON

OO

CUSIP No. 05329W102

PAGE 11 OF 26

NAME OF REPORTING PERSON

1

Edward S. Lampert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 71,073,268

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 71,073,268

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

71,245,674

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

39.9%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 05329W102

PAGE 12 OF 26

NAME OF REPORTING PERSON

1

William C. Crowley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 172,406

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 172,406

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

71,245,674

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

39.9%

TYPE OF REPORTING PERSON

14

IN

This Amendment No. 22 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (Shares), of AutoNation, Inc. (the Issuer). This Amendment No. 22 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 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, L.P., a Delaware limited partnership (ESLIM), RBS Partners, L.P., a Delaware limited partnership (RBS), RBS Investment Management, L.L.C., 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.

The Filing Persons are filing this Amendment No. 22 to report that the number of Shares that they may be deemed to beneficially own has increased by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is supplemented as follows:

In open market purchases on May 16, 2008, May 22, 2008, May 23, 2008, May 27, 2008 and May 28, 2008, ESL acquired an aggregate of 1,764,164 shares for aggregate consideration of approximately \$27,804,961 using working capital. In open market purchases on May 16, 2008, May 22, 2008, May 23, 2008, May 27, 2008 and May 28, 2008, an account established by the investment member of Investors acquired 348,436 shares for aggregate consideration of approximately \$5,489,539 using working capital.

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 71,245,674 Shares (approximately 39.9% of the outstanding Shares based on the Issuer having 178,535,962 Shares outstanding on April 21, 2008, as disclosed in the Issuer's last quarterly report on Form 10-Q).

| REPORTING PERSON | NUMBER OF PERCENTAGE | | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
|----------------------------------|---------------------------|--------------------|-------------------|---------------------|------------------------|--------------------------|
| | BENEFICIALLY OWNED SHARES | OUTSTANDING SHARES | | | | |
| ESL Partners, L.P. | 71,245,674(1) | 39.9% | 52,376,162 | 0 | 52,376,162 | 0 |
| ESL Institutional Partners, L.P. | 71,245,674(1) | 39.9% | 221,701 | 0 | 221,701 | 0 |
| ESL Investors, L.L.C. | 71,245,674(1) | 39.9% | 10,116,107 | 0 | 10,116,107 | 0 |
| ESL Investments, Inc. | 71,245,674(1) | 39.9% | 70,881,304(2) | 0 | 70,881,304(2) | 0 |
| CBL Partners, L.P. | 71,245,674(1) | 39.9% | 5,712,083 | 0 | 5,712,083 | 0 |
| Tynan, LLC | 71,245,674(1) | 39.9% | 2,406 | 0 | 2,406 | 0 |
| ESL Investment Management, L.P. | 71,245,674(1) | 39.9% | 61,964 | 0 | 61,964 | 0 |

| REPORTING PERSON | NUMBER OF PERCENTAGE | | | | | |
|-----------------------------------|-------------------------------|-----------------------|-------------------------|---------------------------|------------------------------|--------------------------------|
| | BENEFICIAL SHARES OWNED | OUTSTANDING SHARES | SOLE VOTING POWER | SHARED VOTING POWER | SOLE DISPOSITIVE POWER | SHARED DISPOSITIVE POWER |
| RBS Partners, L.P. | 71,245,674(1) | 39.9% | 64,947,520(3) | 0 | 64,947,520(3) | 0 |
| RBS Investment Management, L.L.C. | 71,245,674(1) | 39.9% | 221,701(4) | 0 | 221,701(4) | 0 |
| Edward S. Lampert | 71,245,674(1) | 39.9% | 71,073,268(5) | 0 | 71,073,268(5) | 0 |
| William C. Crowley | 71,245,674(1) | 39.9% | 172,406(6) | 0 | 172,406(6) | 0 |

(1) This number consists of 52,376,162 Shares held by ESL, 221,701 Shares held by Institutional, 10,116,107 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 2,406 Shares held by Tynan, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS, 130,000 Shares held by Mr. Lampert and 170,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

(2) This number consists of 52,376,162 Shares held by ESL, 221,701 Shares held by Institutional, 10,116,107 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL and 2,455,251 Shares held by RBS.

(3) This number consists of 52,376,162 Shares held by ESL, 10,116,107 Shares held in an account established by the investment member of Investors and 2,455,251 Shares held by RBS.

(4) This number consists of 221,701 Shares held by Institutional.

(5) This number consists of 52,376,162 Shares held by ESL, 221,701 Shares held by Institutional, 10,116,107 Shares held in an account established by the investment member of Investors, 5,712,083 Shares held by CBL, 61,964 Shares held by ESLIM, 2,455,251 Shares held by RBS and 130,000 Shares held by Mr. Lampert.

(6) This number consists of 2,406 Shares held by Tynan and 170,000 Shares issuable upon the exercise of director stock options held by 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 since May 12, 2008, the date of the last Amendment on Schedule 13D by the Filing Persons.

(d) Not applicable.

(e) Not applicable.

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.

Dated: May 29, 2008

ESL PARTNERS, L.P.

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

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

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

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/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its manager

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

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

CBL PARTNERS, L.P.

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

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

TYNAN, LLC

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

ESL INVESTMENT MANAGEMENT, L.P.

By: ESL INVESTMENT MANAGEMENT (GP), L.L.C., its general partner

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Managing Member

RBS PARTNERS, L.P.

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

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey
Name: Adrian J. Maizey
Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert
Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley
William C. Crowley

ANNEX A

RECENT TRANSACTIONS BY THE FILING PERSONS IN THE SECURITIES OF AUTONATION, INC.

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 1,512(1) | \$ 16.14 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 22,008(1) | \$ 16.15 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 420(1) | \$ 16.17 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 30,072(1) | \$ 16.20 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 10,566(1) | \$ 16.22 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 840(1) | \$ 16.23 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 2,940(1) | \$ 16.24 |
| ESL Partners, L.P. | 5/16/2008 | open market purchase | 53,946(1) | \$ 16.25 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 288(1) | \$ 16.14 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 4,192(1) | \$ 16.15 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 80(1) | \$ 16.17 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 5,728(1) | \$ 16.20 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 2,013(1) | \$ 16.22 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 160(1) | \$ 16.23 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 560(1) | \$ 16.24 |
| ESL Investors, L.L.C. | 5/16/2008 | open market purchase | 10,275(1) | \$ 16.25 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 42,000(1) | \$ 15.44 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 1,762(1) | \$ 15.46 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|--------------------|----------------------------|------------------------------|---|------------------------|
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 168(1) | \$ 15.49 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 16,800(1) | \$ 15.50 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 3,510(1) | \$ 15.57 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 2,352(1) | \$ 15.60 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 8,064(1) | \$ 15.61 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 27,320(1) | \$ 15.62 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 84(1) | \$15.625 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 2,016(1) | \$ 15.63 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 2,016(1) | \$ 15.70 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 7,224(1) | \$ 15.74 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 84(1) | \$15.745 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 10,416(1) | \$ 15.75 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 58,716(1) | \$ 15.80 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 12,768(1) | \$ 15.81 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 168(1) | \$ 15.82 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 84(1) | \$ 15.83 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 252(1) | \$ 15.84 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 22,428(1) | \$ 15.85 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 588(1) | \$ 15.87 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 5,796(1) | \$ 15.88 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 2,688(1) | \$ 15.89 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 83,494(1) | \$ 15.90 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 168(1) | \$15.935 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 4,872(1) | \$ 15.94 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 23,016(1) | \$ 15.95 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 19,908(1) | \$ 15.96 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 28,980(1) | \$ 15.97 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 27,134(1) | \$ 15.98 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 13,356(1) | \$ 15.99 |
| ESL Partners, L.P. | 5/22/2008 | open market purchase | 9,408(1) | \$ 16.00 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 8,000(1) | \$ 15.44 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 336(1) | \$ 15.46 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 32(1) | \$ 15.49 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 3,200(1) | \$ 15.50 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 668(1) | \$ 15.57 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 448(1) | \$ 15.60 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 1,536(1) | \$ 15.61 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 5,204(1) | \$ 15.62 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 16(1) | \$15.625 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 384(1) | \$ 15.63 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 384(1) | \$ 15.70 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 1,376(1) | \$ 15.74 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 16(1) | \$15.745 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 1,984(1) | \$ 15.75 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 11,184(1) | \$ 15.80 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 2,432(1) | \$ 15.81 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 32(1) | \$ 15.82 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 16(1) | \$ 15.83 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 48(1) | \$ 15.84 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 4,272(1) | \$ 15.85 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 112(1) | \$ 15.87 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 1,104(1) | \$ 15.88 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 512(1) | \$ 15.89 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 15,904(1) | \$ 15.90 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 32(1) | \$15.935 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 928(1) | \$ 15.94 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 4,384(1) | \$ 15.95 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 3,792(1) | \$ 15.96 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 5,520(1) | \$ 15.97 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 5,168(1) | \$ 15.98 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 2,544(1) | \$ 15.99 |
| ESL Investors, L.L.C. | 5/22/2008 | open market purchase | 1,792(1) | \$ 16.00 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 6,724(1) | \$ 15.40 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 8,416(1) | \$ 15.41 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|--------------------|----------------------------|------------------------------|---|------------------------|
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 12,084(1) | \$ 15.42 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 2,870(1) | \$ 15.43 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 4,510(1) | \$ 15.45 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 82(1) | \$ 15.49 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 164(1) | \$ 15.50 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 3,000(1) | \$ 15.51 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 9,676(1) | \$ 15.52 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 3,444(1) | \$ 15.53 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 12,054(1) | \$ 15.54 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 62,764(1) | \$ 15.55 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 7,872(1) | \$ 15.56 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 18,450(1) | \$ 15.57 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 16,892(1) | \$ 15.58 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 6,888(1) | \$ 15.59 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 129,642(1) | \$ 15.60 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 6,806(1) | \$ 15.61 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 7,052(1) | \$ 15.62 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 4,838(1) | \$ 15.63 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 24,846(1) | \$ 15.64 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 31,816(1) | \$ 15.65 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 4,756(1) | \$ 15.67 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 5,822(1) | \$ 15.68 |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 2,542(1) | \$ 15.69 |

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|--------------------------|-----------|-------------------------|-----------|---------|
| | | open market purchase | | |
| ESL Partners, L.P. | 5/23/2008 | open market purchase | 33,210(1) | \$15.70 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,476(1) | \$15.40 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,847(1) | \$15.41 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 2,653(1) | \$ 15.42 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 630(1) | \$ 15.43 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 990(1) | \$ 15.45 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 18(1) | \$ 15.49 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 36(1) | \$ 15.50 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 658(1) | \$ 15.51 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 2,124(1) | \$ 15.52 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 756(1) | \$ 15.53 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 2,646(1) | \$ 15.54 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 13,778(1) | \$ 15.55 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,728(1) | \$ 15.56 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 4,050(1) | \$ 15.57 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 3,708(1) | \$ 15.58 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,512(1) | \$ 15.59 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 28,458(1) | \$ 15.60 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,494(1) | \$ 15.61 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,548(1) | \$ 15.62 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,062(1) | \$ 15.63 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 5,454(1) | \$ 15.64 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 6,984(1) | \$ 15.65 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,044(1) | \$ 15.67 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 1,278(1) | \$ 15.68 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 558(1) | \$ 15.69 |
| ESL Investors, L.L.C. | 5/23/2008 | open market purchase | 7,290(1) | \$ 15.70 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 19,068(1) | \$ 15.60 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 168(1) | \$15.625 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 3,855(1) | \$ 15.63 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 5,628(1) | \$ 15.64 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 28,905(1) | \$ 15.65 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 1,932(1) | \$ 15.68 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 2,940(1) | \$ 15.69 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 58,128(1) | \$ 15.70 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 8,652(1) | \$ 15.76 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 30,072(1) | \$ 15.77 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 3,276(1) | \$ 15.78 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 5,712(1) | \$ 15.79 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 49,644(1) | \$ 15.80 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 420(1) | \$ 15.81 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 504(1) | \$ 15.82 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 11,256(1) | \$ 15.84 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 89,880(1) | \$ 15.85 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 3,696(1) | \$ 15.86 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 4,284(1) | \$ 15.87 |

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|--------------------|-----------|-------------------------|-----------|----------|
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 168(1) | \$ 15.88 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 14,616(1) | \$ 15.89 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 45,528(1) | \$ 15.90 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 2,940(1) | \$ 15.95 |
| ESL Partners, L.P. | 5/27/2008 | open market purchase | 39,648(1) | \$ 16.00 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 3,632(1) | \$ 15.60 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 32(1) | \$15.625 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 734(1) | \$ 15.63 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 1,072(1) | \$ 15.64 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 5,506(1) | \$ 15.65 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 368(1) | \$ 15.68 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 560(1) | \$ 15.69 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 11,072(1) | \$ 15.70 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 1,648(1) | \$ 15.76 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 5,728(1) | \$ 15.77 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 624(1) | \$ 15.78 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 1,088(1) | \$ 15.79 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 9,456(1) | \$ 15.80 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 80(1) | \$ 15.81 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 96(1) | \$ 15.82 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 2,144(1) | \$ 15.84 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 17,120(1) | \$ 15.85 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 704(1) | \$ 15.86 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 816(1) | \$ 15.87 |

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|-----------------------|----------------------------|------------------------------|---|------------------------|
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 32(1) | \$ 15.88 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 2,784(1) | \$ 15.89 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 8,672(1) | \$ 15.90 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 560(1) | \$ 15.95 |
| ESL Investors, L.L.C. | 5/27/2008 | open market purchase | 7,552(1) | \$ 16.00 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 504(1) | \$ 15.62 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 191,688(1) | \$ 15.75 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 5,544(1) | \$ 15.74 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 924(1) | \$ 15.73 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 1,092(1) | \$ 15.70 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 5,964(1) | \$ 15.72 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 1,596(1) | \$ 15.71 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 105,672(1) | \$ 15.65 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 4,536(1) | \$ 15.64 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 8,064(1) | \$ 15.63 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 20,412(1) | \$ 15.60 |
| ESL Partners, L.P. | 5/28/2008 | open market purchase | 84(1) | \$ 15.61 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 96(1) | \$ 15.62 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 36,512(1) | \$ 15.75 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 1,056(1) | \$ 15.74 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 176(1) | \$ 15.73 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 208(1) | \$ 15.70 |
| | 5/28/2008 | | 1,136(1) | \$ 15.72 |

ESL Investors,
L.L.C.

open market
purchase

| Entity | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Price per Share |
|--------------------------|----------------------------|------------------------------|---|------------------------|
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 304(1) | \$15.71 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 20,128(1) | \$15.65 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 864(1) | \$15.64 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 1,536(1) | \$15.63 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 3,888(1) | \$15.60 |
| ESL Investors, L.L.C. | 5/28/2008 | open market purchase | 16(1) | \$15.61 |

(1) These Shares represent a portion of a single trade which was allocated between Partners and an account that was established by the investment member of Investors.