

MCKESSON HBOC INC  
Form SC 13G/A  
February 14, 2001

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

SCHEDULE 13G  
(Amendment No. 2)

Under the Securities Exchange Act of 1934\*

McKesson HBOC, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

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

58155Q103

-----  
(CUSIP Number)

December 31, 2000

-----  
(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 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 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).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.  
Haynes and Boone, LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
(214) 651-5562

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SCHEDULE 13G

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CUSIP No. - 58155Q103  
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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  
22-2875193  
-----

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

-----  
3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF  
SHARES 6,620,049  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
-----

-----  
6 SHARED VOTING POWER

0  
-----

7 SOLE DISPOSITIVE POWER

6,620,049  
-----

8 SHARED DISPOSITIVE POWER

0  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,046,601  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.39%  
-----

12 TYPE OF REPORTING PERSON

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

ESL Limited, a Bermuda corporation

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

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OR ORGANIZATION

Bermuda

-----  
5 SOLE VOTING POWER  
NUMBER OF  
SHARES 1,499,443  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6 SHARED VOTING POWER

0

-----  
7 SOLE DISPOSITIVE POWER

1,499,443

-----  
8 SHARED DISPOSITIVE POWER

0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,046,601

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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7.39%

12 TYPE OF REPORTING PERSON

CO

4

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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  
06-1456821

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
177,645

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

177,645

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,046,601

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.39%

12 TYPE OF REPORTING PERSON

PN

5

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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  
13-4095958

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 1,973,647  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,973,647

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8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,046,601

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.39%

12 TYPE OF REPORTING PERSON

OO

6

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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  
06-1526810

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [X]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6,606,527

6 SHARED VOTING POWER

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0

7 SOLE DISPOSITIVE POWER

6,606,527

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,046,601

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.39%

12 TYPE OF REPORTING PERSON

PN

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

MSD Portfolio L.P. - Investments, a Delaware limited partnership  
13-4019104

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 3,288,501  
BENEFICIALLY

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OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6 SHARED VOTING POWER

0

-----  
7 SOLE DISPOSITIVE POWER

3,288,501

-----  
8 SHARED DISPOSITIVE POWER

0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,418,501\*

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.20%\*

-----  
12 TYPE OF REPORTING PERSON

PN

-----  
\* MSD disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that MSD is a member of a group with ESL, Limited, Institutional, Investors, CBL and Ziff. All defined terms used herein are defined below.

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

RPKS Investments, LLC, a Delaware limited liability company  
51-0381490

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [X]

(b) [ ]



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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 40,000  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

40,000

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,418,501\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.20%\*

12 TYPE OF REPORTING PERSON

OO

\* RPKS disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that RPKS is a member of a group with ESL, Limited, Institutional, Investors, CBL and Ziff. All defined terms used herein are defined below.

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

Triple Marlin Investments, LLC, a Delaware limited company  
51-0381487

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 40,000  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
40,000

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,418,501\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.20%\*

12 TYPE OF REPORTING PERSON

OO

\* Triple disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that Triple is a member

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of a group with ESL, Limited, Institutional, Investors, CBL and Ziff. All defined terms used herein are defined below.

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

MSD Portfolio, L.P. - MSD Personal Income  
13-4050800

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

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER  
NUMBER OF  
SHARES 50,000  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6 SHARED VOTING POWER

0

-----  
7 SOLE DISPOSITIVE POWER

50,000

-----  
8 SHARED DISPOSITIVE POWER

0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,418,501\*

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A  
-----

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.20%\*

12 TYPE OF REPORTING PERSON

PN

\* Income disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that Income is a member of a group with ESL, Limited, Institutional, Investors, CBL and Ziff. All defined terms used herein are defined below.

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

Ziff Asset Management, L.P., a Delaware limited partnership  
13-3791746

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 750,789  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

750,789

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8 SHARED DISPOSITIVE POWER

0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

750,789\*

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

N/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.26%\*

-----  
12 TYPE OF REPORTING PERSON

PN  
-----

\* Ziff disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL, MSD, RPKS, Triple and Income, and the filing of this Schedule 13G shall not be construed as an admission that Ziff is a member of a group with ESL, Limited, Institutional, Investors, CBL, MSD, RPKS, Triple and Income. All defined terms used herein are defined below.

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Item 1(a) Name of Issuer:

McKesson HBOC, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

One Post Street, McKesson Plaza  
San Francisco, CA 94104

Item 2(a) Names of Persons Filing:

ESL Partners, L.P.  
ESL Limited  
ESL Institutional Partners, L.P.  
ESL Investors, L.L.C.  
CBL Partners, L.P.  
MSD Portfolio L.P. - Investments  
MSD Portfolio L.P. - MSD Personal Income  
RPKS Investments, LLC  
Triple Marlin Investments, LLC  
Ziff Asset Management, L.P.

Item 2(b) Addresses of Principal Business Offices:

ESL Partners, L.P., ESL Institutional Partners, L.P., ESL

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Investors, L.L.C. and  
CBL Partners, L.P.:  
One Lafayette Place  
Greenwich, CT 06830

ESL Limited  
Hemisphere House  
9 Church Street  
Hamilton, Bermuda

MSD Portfolio L.P. - Investments, RPKS Investments, LLC;  
Triple Marlin Investments, LLC, and MSD Portfolio L.P. - MSD  
Personal Income:  
c/o MSD Capital L.P.  
645 5th Avenue  
21st Floor  
New York, New York 10022

Ziff Asset Management, L.P.:  
c/o PBK Holdings, Inc.  
283 Greenwich Avenue  
Third Floor  
Greenwich, CT 06830

Item 2(c) Citizenship:

ESL Partners, L.P. - Delaware  
ESL Limited -- Bermuda  
ESL Institutional Partners, L.P. - Delaware  
ESL Investors, L.L.C. - Delaware  
CBL Partners, L.P. - Delaware

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MSD Portfolio L.P. - Investments - Delaware  
MSD Portfolio L.P. - MSD Personal Income - Delaware  
RPKS Investments, LLC - Delaware  
Triple Marlin Investments, LLC - Delaware  
Ziff Asset Management, L.P. - Delaware

Item 2(d) Title of Class of Securities:

Common Stock, par value \$.01 per share

Item 2(e) CUSIP Number:

58155Q103

Item 3 Status of Persons Filing:

(a) [ ] Broker or dealer registered under section 15 of the  
Act (15 U.S.C. 78o);

(b) [ ] Bank as defined in section 3(a)(6) of the Act (15

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U.S.C. 78c);

- (c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) [ ] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4

Ownership:

- (a) Amount Beneficially Owned: 21,046,601 shares of Common Stock, par value \$.01 per share.

This statement is filed on behalf of ESL Partners, L.P., a Delaware limited partnership ("ESL"), ESL Limited, a Bermuda corporation ("Limited"), ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), ESL Investors, L.L.C., a Delaware limited liability company ("Investors"), CBL Partners, L.P., a Delaware limited partnership ("CBL"), MSD Portfolio L.P. - Investments, a Delaware limited partnership ("MSD"), RPKS Investments, LLC, a Delaware limited liability company ("RPKS"), Triple Marlin Investments, LLC, a Delaware limited liability company ("Triple"), MSD Portfolio L.P. - MSD Personal Income, a Delaware limited partnership ("Income") and Ziff Asset Management, L.P. ("Ziff") (collectively, the "Item 2 Persons"). The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner is ESL Investments, Inc., a Delaware corporation ("Investments"). ESL Investment Management, LLC, a Delaware limited liability company, is the investment manager of Limited. RBS Investment Management, LLC, a Delaware limited liability company, is the general partner of Institutional. RBS Partners, L.P. is the manager of Investors. Investments is the general partner of CBL. MSD Capital, L.P., a Delaware limited partnership

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("MSD Capital"), is the general partner of MSD and Income. MSD Capital Management, LLC is the general partner of MSD Capital. PBK Holdings, Inc., a Delaware corporation, is the general partner of Ziff. In the aforementioned capacities, ESL, Limited, Institutional, Investors, CBL, MSD, RPKS, Triple and Ziff each may be deemed to be the beneficial owner of the shares of McKesson HBOC, Inc. common stock ("Common Stock") beneficially owned by the other Item 2 Persons; PROVIDED, HOWEVER, Ziff disclaims beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL, MSD, RPKS, Triple and Income; and the filing of this Schedule 13G shall not be construed as an admission that Ziff is a member of a group with ESL, Limited, Institutional, Investors, CBL, MSD, RPKS, Triple and Income; PROVIDED FURTHER, MSD, RPKS, Triple and Income each disclaim beneficial ownership of all shares that are beneficially owned by ESL, Limited, Institutional, Investors, CBL and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that MSD, RPKS, Triple and Income are members of a group with ESL, Limited, Institutional, Investors, CBL and Ziff; PROVIDED FURTHER, ESL, Limited, Institutional, Investors and CBL each disclaim beneficial ownership of all shares that are beneficially owned by MSD, RPKS, Triple, Income and Ziff, and the filing of this Schedule 13G shall not be construed as an admission that ESL, Limited, Institutional, Investors and CBL are members of a group with MSD, RPKS, Triple, Income and Ziff.

As of December 31, 2000 the Item 2 Persons beneficially owned an aggregate of 21,046,601 shares of Common Stock as follows: (i) ESL was the record owner of 6,620,049 shares of Common Stock; (ii) Limited was the record owner of 1,499,443 shares of Common Stock; (iii) Institutional was the record owner of 177,645 shares of Common Stock; (iv) Investors was the record owner of 1,973,647 shares of Common Stock; (v) CBL was the record owner of 6,606,527 shares of Common Stock; (vi) MSD was the record owner of 3,288,501 shares of Common Stock; (vii) RPKS was the record owner of 40,000 shares of Common Stock, (viii) Triple was the record owner of 40,000 shares of Common Stock, (ix) Income was the record owner of 50,000 shares of Common Stock, and (x) Ziff was the record owner of 750,789 shares of Common Stock.

(b) Percent of Class: 7.39%.

(c) Number of shares as to which each person has:

(i) sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) shared power to dispose or to direct the



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disposition of: 0

Item 5                    Ownership of 5% or Less of a Class:  
  
                          Not applicable.

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Item 6                    Ownership of More than 5% 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:

See Item 4(a).

Item 9                    Notice of Dissolution of Group:

Not applicable.

Item 10                  Certification:

By signing below I certify that, to the best of my knowledge  
and belief, the securities referred to above were not acquired  
and are not held for the purpose of or with the effect of  
changing or influencing the control of the issuer of the  
securities and were not acquired and are not held in  
connection with or as a participant in any transaction having  
that purpose or effect.

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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.

Date: February 14, 2001

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ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner  
By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Chief Executive Officer

ESL LIMITED

By: ESL Investment Management, LLC,  
its investment manager

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,  
its general partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager  
By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Chairman

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CBL PARTNERS, L.P.

By: ESL Investments, Inc.,  
its general partner

By: /s/ EDWARD S. LAMPERT

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-----  
Edward S. Lampert  
Chief Executive Officer

MSD PORTFOLIO L.P.- MSD PERSONAL INCOME

By: MSD Capital, L.P., its general partner  
By: MSD Capital Management, LLC, its general partner

By: /s/ MARC LISKER

-----  
Marc Lisker  
General Counsel

MSD PORTFOLIO L.P. - INVESTMENTS

By: MSD CAPITAL, L.P., its general partner  
By: MSD Capital Management, LLC, its general partner

By: /s/ MARC LISKER

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Marc Lisker  
General Counsel

RPKS INVESTMENTS, LLC

By: /s/ MARC LISKER

-----  
Marc Lisker  
General Counsel

TRIPLE MARLIN INVESTMENTS, LLC

By: /s/ MARC LISKER

-----  
Marc Lisker  
General Counsel

ZIFF ASSET MANAGEMENT, L.P.

By: PBK HOLDINGS, INC., its general partner

By: /s/ TIMOTHY J. MITCHELL

-----  
Timothy J. Mitchell  
Vice President

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NUMBER  
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Joint Filing Agreement, dated as of February 14, 2001, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., CBL Partners, L.P., MSD Portfolio L.P. - Investments, RPKS Investments, LLC, Triple Marlin Investments, LLC, MSD Portfolio L.P. - MSD Personal Income, and Ziff Asset Management, L.P.