

AUTONATION INC /FL  
Form SC 13D/A  
March 05, 2008

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 19)\***

**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)

**March 3, 2008**

(Date of Event Which Requires Filing of this Statement)

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

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. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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

1. Names of Reporting Persons  
ESL Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                      |
|---|-----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>47,077,222      |
|   | 8.  | Shared Voting Power<br>0             |
|   | 9.  | Sole Dispositive Power<br>47,077,222 |
|   | 10. | Shared Dispositive Power<br>0        |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 05329W102

1. Names of Reporting Persons  
ESL Institutional Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                   |
|---|-----|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>221,701      |
|   | 8.  | Shared Voting Power<br>0          |
|   | 9.  | Sole Dispositive Power<br>221,701 |
|   | 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 05329W102

1. Names of Reporting Persons  
ESL Investors, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                     |
|---|-----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>9,051,194      |
|   | 8.  | Shared Voting Power<br>0            |
|   | 9.  | Sole Dispositive Power<br>9,051,194 |
|   | 10. | Shared Dispositive Power<br>0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 05329W102

1. Names of Reporting Persons  
ESL Investments, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                      |
|---|-----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>64,517,451      |
|   | 8.  | Shared Voting Power<br>0             |
|   | 9.  | Sole Dispositive Power<br>64,517,451 |
|   | 10. | Shared Dispositive Power<br>0        |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
CO

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CUSIP No. 05329W102

1. Names of Reporting Persons  
CBL Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                     |
|---|-----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>5,712,083      |
|   | 8.  | Shared Voting Power<br>0            |
|   | 9.  | Sole Dispositive Power<br>5,712,083 |
|   | 10. | Shared Dispositive Power<br>0       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 05329W102

- |     |   |
|-----|---|
| 1.  | Names of Reporting Persons<br>Tynan, LLC  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <span style="float: right;">x</span><br>(b) <span style="float: right;">o</span> |
| 3.  | SEC Use Only  |
| 4.  | Source of Funds (See Instructions)<br>N/A   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">o</span>                                    |
| 6.  | Citizenship or Place of Organization<br>Delaware  |
| 7.  | Sole Voting Power<br>2,406  |
| 8.  | Shared Voting Power<br>0  |
| 9.  | Sole Dispositive Power<br>2,406   |
| 10. | Shared Dispositive Power<br>0   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>64,881,821  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <span style="float: right;">o</span>                                   |
| 13. | Percent of Class Represented by Amount in Row (11)<br>36.0%   |
| 14. | Type of Reporting Person (See Instructions)<br>OO   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



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CUSIP No. 05329W102

1. Names of Reporting Persons  
ESL Investment Management, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |
|---|-----|----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>61,964      |
|   | 8.  | Shared Voting Power<br>0         |
|   | 9.  | Sole Dispositive Power<br>61,964 |
|   | 10. | Shared Dispositive Power<br>0    |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
36.0%
14. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 05329W102

1. Names of Reporting Persons  
RBS Partners, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
Delaware
  5. Check 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        | 58,583,667 |
| 8.  | Shared Voting Power      | 0          |
| 9.  | Sole Dispositive Power   | 58,583,667 |
| 10. | Shared Dispositive Power | 0          |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
36.0%
  14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 05329W102

- |     |   |
|-----|---|
| 1.  | Names of Reporting Persons<br>RBS Investment Management, L.L.C.   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <span style="float: right;">x</span><br>(b) <span style="float: right;">o</span> |
| 3.  | SEC Use Only  |
| 4.  | Source of Funds (See Instructions)<br>N/A   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">o</span>                                    |
| 6.  | Citizenship or Place of Organization<br>Delaware  |
| 7.  | Sole Voting Power<br>221,701  |
| 8.  | Shared Voting Power<br>0  |
| 9.  | Sole Dispositive Power<br>221,701   |
| 10. | Shared Dispositive Power<br>0   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>64,881,821  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <span style="float: right;">o</span>                                   |
| 13. | Percent of Class Represented by Amount in Row (11)<br>36.0%   |
| 14. | Type of Reporting Person (See Instructions)<br>OO   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 05329W102

- |     |   |
|-----|---|
| 1.  | Names of Reporting Persons<br>Edward S. Lampert   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <span style="float: right;">x</span><br>(b) <span style="float: right;">o</span> |
| 3.  | SEC Use Only  |
| 4.  | Source of Funds (See Instructions)<br>N/A   |
| 5.  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">o</span>                                    |
| 6.  | Citizenship or Place of Organization<br>United States   |
| 7.  | Sole Voting Power<br>64,709,415   |
| 8.  | Shared Voting Power<br>0  |
| 9.  | Sole Dispositive Power<br>64,709,415  |
| 10. | Shared Dispositive Power<br>0   |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>64,881,821  |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <span style="float: right;">o</span>                                   |
| 13. | Percent of Class Represented by Amount in Row (11)<br>36.0%   |
| 14. | Type of Reporting Person (See Instructions)<br>IN   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 05329W102

1. Names of Reporting Persons  
William C. Crowley
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
N/A
  5. Check 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<br>172,406      |
| 8.  | Shared Voting Power<br>0          |
| 9.  | Sole Dispositive Power<br>172,406 |
| 10. | Shared Dispositive Power<br>0     |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
64,881,821
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
36.0%
  14. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

This Amendment No. 19 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. 19 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. 19 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 February 28, 2008, February 29, 2008 and March 3, 2008, ESL acquired an aggregate of 1,844,640 shares for aggregate consideration of approximately \$27,274,877 using working capital. In open market purchases on February 28, 2008, February 29, 2008 and March 3, 2008, an account established by the investment member of Investors acquired 351,360 shares for aggregate consideration of approximately \$5,195,215 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 64,881,821 Shares (approximately 36.0% of the outstanding Shares based on the Issuer having 180,018,415 Shares outstanding on February 26, 2008, as disclosed in the Issuer's last annual report on Form 10-K).

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	64,881,821(1)	36.0%	47,077,222	0	47,077,222	0
ESL Institutional Partners, L.P.	64,881,821(1)	36.0%	221,701	0	221,701	0
ESL Investors, L.L.C.	64,881,821(1)	36.0%	9,051,194	0	9,051,194	0
ESL Investments, Inc.	64,881,821(1)	36.0%	64,517,451(2)	0	64,517,451(2)	0
CBL Partners, L.P.	64,881,821(1)	36.0%	5,712,083	0	5,712,083	0
Tynan, LLC	64,881,821(1)	36.0%	2,406	0	2,406	0
ESL Investment Management, L.P.	64,881,821(1)	36.0%	61,964	0	61,964	0



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RBS Partners, L.P.	64,881,821(1)	36.0%	58,583,667(3)	0	58,583,667(3)	0
RBS Investment Management, L.L.C.	64,881,821(1)	36.0%	221,701(4)	0	221,701(4)	0
Edward S. Lampert	64,881,821(1)	36.0%	64,709,415(5)	0	64,709,415(5)	0
William C. Crowley	64,881,821(1)	36.0%	172,406(6)	0	172,406(6)	0

---

(1) This number consists of 47,077,222 Shares held by ESL, 221,701 Shares held by Institutional, 9,051,194 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 47,077,222 Shares held by ESL, 221,701 Shares held by Institutional, 9,051,194 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 47,077,222 Shares held by ESL, 9,051,194 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 47,077,222 Shares held by ESL, 221,701 Shares held by Institutional, 9,051,194 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 February 27, 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: March 5, 2008**

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 manager

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

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

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

RBS INVESTMENT MANAGEMENT, L.L.C.

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

## 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.	2/28/2008	open market purchase	25,620(1)	\$ 15.03
ESL Partners, L.P.	2/28/2008	open market purchase	336(1)	\$ 15.04
ESL Partners, L.P.	2/28/2008	open market purchase	27,888(1)	\$ 15.05
ESL Partners, L.P.	2/28/2008	open market purchase	7,812(1)	\$ 15.06
ESL Partners, L.P.	2/28/2008	open market purchase	48,468(1)	\$ 15.07
ESL Partners, L.P.	2/28/2008	open market purchase	31,668(1)	\$ 15.08
ESL Partners, L.P.	2/28/2008	open market purchase	32,928(1)	\$ 15.09
ESL Partners, L.P.	2/28/2008	open market purchase	72,324(1)	\$ 15.1
ESL Partners, L.P.	2/28/2008	open market purchase	16,044(1)	\$ 15.11
ESL Partners, L.P.	2/28/2008	open market purchase	107,520(1)	\$ 15.12
ESL Partners, L.P.	2/28/2008	open market purchase	35,532(1)	\$ 15.13
ESL Partners, L.P.	2/28/2008	open market purchase	76,020(1)	\$ 15.14
ESL Partners, L.P.	2/28/2008	open market purchase	105,840(1)	\$ 15.15
ESL Investors, L.L.C.	2/28/2008	open market purchase	4,880(1)	\$ 15.03
ESL Investors, L.L.C.	2/28/2008	open market purchase	64(1)	\$ 15.04
ESL Investors, L.L.C.	2/28/2008	open market purchase	5,312(1)	\$ 15.05
ESL Investors, L.L.C.	2/28/2008	open market purchase	1,488(1)	\$ 15.06
ESL Investors, L.L.C.	2/28/2008	open market purchase	9,232(1)	\$ 15.07
ESL Investors, L.L.C.	2/28/2008	open market purchase	6,032(1)	\$ 15.08

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	2/28/2008	open market purchase	6,272(1) \$	15.09
ESL Investors, L.L.C.	2/28/2008	open market purchase	13,776(1) \$	15.1
ESL Investors, L.L.C.	2/28/2008	open market purchase	3,056(1) \$	15.11
ESL Investors, L.L.C.	2/28/2008	open market purchase	20,480(1) \$	15.12
ESL Investors, L.L.C.	2/28/2008	open market purchase	6,768(1) \$	15.13
ESL Investors, L.L.C.	2/28/2008	open market purchase	14,480(1) \$	15.14
ESL Investors, L.L.C.	2/28/2008	open market purchase	20,160(1) \$	15.15
ESL Partners, L.P.	2/29/2008	open market purchase	21,000(1) \$	14.6
ESL Partners, L.P.	2/29/2008	open market purchase	21,000(1) \$	14.63
ESL Partners, L.P.	2/29/2008	open market purchase	42,000(1) \$	14.69
ESL Partners, L.P.	2/29/2008	open market purchase	6,552(1) \$	14.74
ESL Partners, L.P.	2/29/2008	open market purchase	98,448(1) \$	14.75
ESL Partners, L.P.	2/29/2008	open market purchase	63,000(1) \$	14.8
ESL Partners, L.P.	2/29/2008	open market purchase	44,940(1) \$	14.81
ESL Partners, L.P.	2/29/2008	open market purchase	18,060(1) \$	14.82
ESL Partners, L.P.	2/29/2008	open market purchase	73,416(1) \$	14.85
ESL Partners, L.P.	2/29/2008	open market purchase	3,528(1) \$	14.86
ESL Partners, L.P.	2/29/2008	open market purchase	1,260(1) \$	14.87
ESL Partners, L.P.	2/29/2008	open market purchase	4,284(1) \$	14.88
ESL Partners, L.P.	2/29/2008	open market purchase	6,300(1) \$	14.89
ESL Partners, L.P.	2/29/2008	open market purchase	79,800(1) \$	14.9

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	2/29/2008	open market purchase	2,352(1)	\$ 14.92
ESL Partners, L.P.	2/29/2008	open market purchase	11,760(1)	\$ 14.93
ESL Partners, L.P.	2/29/2008	open market purchase	5,712(1)	\$ 14.94
ESL Partners, L.P.	2/29/2008	open market purchase	69,888(1)	\$ 14.95
ESL Partners, L.P.	2/29/2008	open market purchase	6,636(1)	\$ 14.98
ESL Partners, L.P.	2/29/2008	open market purchase	49,224(1)	\$ 14.99
ESL Investors, L.L.C.	2/29/2008	open market purchase	4,000(1)	\$ 14.6
ESL Investors, L.L.C.	2/29/2008	open market purchase	4,000(1)	\$ 14.63
ESL Investors, L.L.C.	2/29/2008	open market purchase	8,000(1)	\$ 14.69
ESL Investors, L.L.C.	2/29/2008	open market purchase	1,248(1)	\$ 14.74
ESL Investors, L.L.C.	2/29/2008	open market purchase	18,752(1)	\$ 14.75
ESL Investors, L.L.C.	2/29/2008	open market purchase	12,000(1)	\$ 14.8
ESL Investors, L.L.C.	2/29/2008	open market purchase	8,560(1)	\$ 14.81
ESL Investors, L.L.C.	2/29/2008	open market purchase	3,440(1)	\$ 14.82
ESL Investors, L.L.C.	2/29/2008	open market purchase	13,984(1)	\$ 14.85
ESL Investors, L.L.C.	2/29/2008	open market purchase	672(1)	\$ 14.86
ESL Investors, L.L.C.	2/29/2008	open market purchase	240(1)	\$ 14.87
ESL Investors, L.L.C.	2/29/2008	open market purchase	816(1)	\$ 14.88
ESL Investors, L.L.C.	2/29/2008	open market purchase	1,200(1)	\$ 14.89
ESL Investors, L.L.C.	2/29/2008	open market purchase	15,200(1)	\$ 14.9
ESL Investors, L.L.C.	2/29/2008	open market purchase	448(1)	\$ 14.92

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	2/29/2008	open market purchase	2,240(1)	\$ 14.93
ESL Investors, L.L.C.	2/29/2008	open market purchase	1,088(1)	\$ 14.94
ESL Investors, L.L.C.	2/29/2008	open market purchase	13,312(1)	\$ 14.95
ESL Investors, L.L.C.	2/29/2008	open market purchase	1,264(1)	\$ 14.98
ESL Investors, L.L.C.	2/29/2008	open market purchase	9,376(1)	\$ 14.99
ESL Partners, L.P.	3/3/2008	open market purchase	8,820(1)	\$ 14.15
ESL Partners, L.P.	3/3/2008	open market purchase	14,112(1)	\$ 14.16
ESL Partners, L.P.	3/3/2008	open market purchase	23,520(1)	\$ 14.17
ESL Partners, L.P.	3/3/2008	open market purchase	1,512(1)	\$ 14.18
ESL Partners, L.P.	3/3/2008	open market purchase	15,288(1)	\$ 14.19
ESL Partners, L.P.	3/3/2008	open market purchase	20,748(1)	\$ 14.2
ESL Partners, L.P.	3/3/2008	open market purchase	48,972(1)	\$ 14.25
ESL Partners, L.P.	3/3/2008	open market purchase	1,428(1)	\$ 14.27
ESL Partners, L.P.	3/3/2008	open market purchase	37,632(1)	\$ 14.28
ESL Partners, L.P.	3/3/2008	open market purchase	420(1)	\$ 14.29
ESL Partners, L.P.	3/3/2008	open market purchase	6,636(1)	\$ 14.3
ESL Partners, L.P.	3/3/2008	open market purchase	24,528(1)	\$ 14.32
ESL Partners, L.P.	3/3/2008	open market purchase	84(1)	\$ 14.33
ESL Partners, L.P.	3/3/2008	open market purchase	5,376(1)	\$ 14.35
ESL Partners, L.P.	3/3/2008	open market purchase	22,596(1)	\$ 14.43
ESL Partners, L.P.	3/3/2008	open market purchase	46,116(1)	\$ 14.44
ESL Partners, L.P.	3/3/2008	open market purchase	34,608(1)	\$ 14.45
ESL Partners, L.P.	3/3/2008	open market purchase	11,424(1)	\$ 14.47
ESL Partners, L.P.	3/3/2008	open market purchase	40,740(1)	\$ 14.48
ESL Partners, L.P.	3/3/2008	open market purchase	588(1)	\$ 14.49

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	3/3/2008	open market purchase	11,088(1) \$	14.5
ESL Partners, L.P.	3/3/2008	open market purchase	2,856(1) \$	14.51
ESL Partners, L.P.	3/3/2008	open market purchase	26,460(1) \$	14.52
ESL Partners, L.P.	3/3/2008	open market purchase	20,580(1) \$	14.53
ESL Partners, L.P.	3/3/2008	open market purchase	5,544(1) \$	14.54
ESL Partners, L.P.	3/3/2008	open market purchase	80,472(1) \$	14.55
ESL Partners, L.P.	3/3/2008	open market purchase	1,680(1) \$	14.56
ESL Partners, L.P.	3/3/2008	open market purchase	17,052(1) \$	14.58
ESL Partners, L.P.	3/3/2008	open market purchase	8,064(1) \$	14.6
ESL Partners, L.P.	3/3/2008	open market purchase	28,224(1) \$	14.61
ESL Partners, L.P.	3/3/2008	open market purchase	2,520(1) \$	14.62
ESL Partners, L.P.	3/3/2008	open market purchase	5,040(1) \$	14.68
ESL Partners, L.P.	3/3/2008	open market purchase	7,056(1) \$	14.69
ESL Partners, L.P.	3/3/2008	open market purchase	45,696(1) \$	14.7
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,680(1) \$	14.15
ESL Investors, L.L.C.	3/3/2008	open market purchase	2,688(1) \$	14.16
ESL Investors, L.L.C.	3/3/2008	open market purchase	4,480(1) \$	14.17
ESL Investors, L.L.C.	3/3/2008	open market purchase	288(1) \$	14.18
ESL Investors, L.L.C.	3/3/2008	open market purchase	2,912(1) \$	14.19
ESL Investors, L.L.C.	3/3/2008	open market purchase	3,952(1) \$	14.2
ESL Investors, L.L.C.	3/3/2008	open market purchase	9,328(1) \$	14.25
ESL Investors, L.L.C.	3/3/2008	open market purchase	272(1) \$	14.27
ESL Investors, L.L.C.	3/3/2008	open market purchase	7,168(1) \$	14.28
ESL Investors, L.L.C.	3/3/2008	open market purchase	80(1) \$	14.29



<b>Entity</b>	<b>Date of Transaction</b>	<b>Nature of Transaction</b>	<b>Number of Shares of Common Stock</b>	<b>Price per Share</b>
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,264(1) \$	14.3
ESL Investors, L.L.C.	3/3/2008	open market purchase	4,672(1) \$	14.32
ESL Investors, L.L.C.	3/3/2008	open market purchase	16(1) \$	14.33
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,024(1) \$	14.35
ESL Investors, L.L.C.	3/3/2008	open market purchase	4,304(1) \$	14.43
ESL Investors, L.L.C.	3/3/2008	open market purchase	8,784(1) \$	14.44
ESL Investors, L.L.C.	3/3/2008	open market purchase	6,592(1) \$	14.45
ESL Investors, L.L.C.	3/3/2008	open market purchase	2,176(1) \$	14.47
ESL Investors, L.L.C.	3/3/2008	open market purchase	7,760(1) \$	14.48
ESL Investors, L.L.C.	3/3/2008	open market purchase	112(1) \$	14.49
ESL Investors, L.L.C.	3/3/2008	open market purchase	2,112(1) \$	14.5
ESL Investors, L.L.C.	3/3/2008	open market purchase	544(1) \$	14.51
ESL Investors, L.L.C.	3/3/2008	open market purchase	5,040(1) \$	14.52
ESL Investors, L.L.C.	3/3/2008	open market purchase	3,920(1) \$	14.53
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,056(1) \$	14.54
ESL Investors, L.L.C.	3/3/2008	open market purchase	15,328(1) \$	14.55
ESL Investors, L.L.C.	3/3/2008	open market purchase	320(1) \$	14.56
ESL Investors, L.L.C.	3/3/2008	open market purchase	3,248(1) \$	14.58
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,536(1) \$	14.6
ESL Investors, L.L.C.	3/3/2008	open market purchase	5,376(1) \$	14.61

<b>Entity</b>	<b>Date of Transaction</b>	<b>Nature of Transaction</b>	<b>Number of Shares of Common Stock</b>	<b>Price per Share</b>
ESL Investors, L.L.C.	3/3/2008	open market purchase	480(1) \$	14.62
ESL Investors, L.L.C.	3/3/2008	open market purchase	960(1) \$	14.68
ESL Investors, L.L.C.	3/3/2008	open market purchase	1,344(1) \$	14.69
ESL Investors, L.L.C.	3/3/2008	open market purchase	8,704(1) \$	14.7

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(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.