

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) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 52,376,162

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 52,376,162

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

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NAME OF REPORTING PERSON

1

ESL Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 221,701

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

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

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NAME OF REPORTING PERSON

1

ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 10,116,107

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 10,116,107

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

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

39.9%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1

ESL Investments, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 70,881,304

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 70,881,304

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

CO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1

CBL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 5,712,083

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 5,712,083

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

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NAME OF REPORTING PERSON

1

Tynan, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 2,406

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER 0

EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 2,406

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

OO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1

ESL Investment Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 61,964

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 61,964

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

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NAME OF REPORTING PERSON

1

RBS Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 64,947,520

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 64,947,520

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

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NAME OF REPORTING PERSON

1

RBS Investment Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 221,701

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

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

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

39.9%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1

Edward S. Lampert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 71,073,268

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

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

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NAME OF REPORTING PERSON

1

William C. Crowley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐ p

(b) ☐ o

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

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 172,406

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

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 SHARES OF		SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
	BENEFICIALLY OWNED	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					
	SHARES OF		SOLE		SHARED	
	BENEFICIAL OWNED	OUTSTANDING SHARES	VOTING POWER	VOTING POWER	DISPOSITIVE POWER	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	33,210(1)	\$ 15.70
		purchase		
ESL Investors,	5/23/2008	open market	1,476(1)	\$ 15.40
L.L.C.		purchase		
ESL Investors,	5/23/2008	open market	1,847(1)	\$ 15.41
L.L.C.		purchase		

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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		open market purchase		
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.