

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 21)*
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 8, 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 25

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 50,611,998

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 50,611,998

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

Page 3 of 25

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

69,133,074

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

Page 4 of 25

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 9,767,671

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 9,767,671

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

Page 5 of 25

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 68,768,704

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 68,768,704

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 05329W102

Page 6 of 25

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 5,712,083

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

Page 7 of 25

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 SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,406

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

Page 8 of 25

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

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

Page 9 of 25

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 62,834,920

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 62,834,920

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

Page 10 of 25

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

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 221,701

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

Page 11 of 25

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 68,960,668

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 68,960,668

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 05329W102

Page 12 of 25

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

69,133,074

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

38.7%

TYPE OF REPORTING PERSON

14

IN

This Amendment No. 21 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. 21 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. 21 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 April 28, 2008, April 29, 2008, April 30, 2008, May 6, 2008, May 7, 2008, May 8, 2008 and May 9, 2008, ESL acquired an aggregate of 1,817,228 shares for aggregate consideration of approximately \$29,190,581 using working capital. In open market purchases on April 28, 2008, April 29, 2008, April 30, 2008, May 6, 2008, May 7, 2008, May 8, 2008 and May 9, 2008, an account established by the investment member of Investors acquired 389,325 shares for aggregate consideration of approximately \$6,247,886 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 69,133,074 Shares (approximately 38.7% 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 SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	69,133,074(1)	38.7%	50,611,998	0	50,611,998	0
ESL Institutional Partners, L.P.	69,133,074(1)	38.7%	221,701	0	221,701	0
ESL Investors, L.L.C.	69,133,074(1)	38.7%	9,767,671	0	9,767,671	0
ESL Investments, Inc.	69,133,074(1)	38.7%	68,768,704(2)	0	68,768,704(2)	0
CBL Partners, L.P.	69,133,074(1)	38.7%	5,712,083	0	5,712,083	0
Tynan, LLC	69,133,074(1)	38.7%	2,406	0	2,406	0

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Investment Management, L.P.	69,133,074(1)	38.7%	61,964	0	61,964	0
RBS Partners, L.P.	69,133,074(1)	38.7%	62,834,920(3)	0	62,834,920(3)	0
RBS Investment Management, L.L.C.	69,133,074(1)	38.7%	221,701(4)	0	221,701(4)	0
Edward S. Lampert	69,133,074(1)	38.7%	68,960,668(5)	0	68,960,668(5)	0
William C. Crowley	69,133,074(1)	38.7%	172,406(6)	0	172,406(6)	0

(1) This number consists of 50,611,998 Shares held by ESL, 221,701 Shares held by Institutional, 9,767,671 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 50,611,998 Shares held by ESL, 221,701 Shares held by Institutional, 9,767,671 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 50,611,998 Shares held by ESL, 9,767,671 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 50,611,998 Shares held by ESL, 221,701 Shares held by Institutional, 9,767,671 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 during the past 60 days.

(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 12, 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.	4/28/2008	open market purchase	3,600(1)	\$ 15.62
ESL Partners, L.P.	4/28/2008	open market purchase	375(1)	\$ 15.65
ESL Partners, L.P.	4/28/2008	open market purchase	1,350(1)	\$ 15.67
ESL Partners, L.P.	4/28/2008	open market purchase	1,875(1)	\$ 15.68
ESL Partners, L.P.	4/28/2008	open market purchase	10,725(1)	\$ 15.7
ESL Partners, L.P.	4/28/2008	open market purchase	1,650(1)	\$ 15.72
ESL Partners, L.P.	4/28/2008	open market purchase	450(1)	\$ 15.74
ESL Partners, L.P.	4/28/2008	open market purchase	17,252(1)	\$ 15.69
ESL Partners, L.P.	4/28/2008	open market purchase	4,650(1)	\$ 15.76
ESL Partners, L.P.	4/28/2008	open market purchase	900(1)	\$ 15.77
ESL Partners, L.P.	4/28/2008	open market purchase	3,970(1)	\$ 15.78
ESL Partners, L.P.	4/28/2008	open market purchase	2,175(1)	\$ 15.79
ESL Partners, L.P.	4/28/2008	open market purchase	1,050(1)	\$ 15.8
ESL Partners, L.P.	4/28/2008	open market purchase	150(1)	\$ 15.83
ESL Partners, L.P.	4/28/2008	open market purchase	15,223(1)	\$ 15.75
ESL Partners, L.P.	4/28/2008	open market purchase	8,211(1)	\$ 15.84
ESL Partners, L.P.	4/28/2008	open market purchase	7,580(1)	\$ 15.85
ESL Partners, L.P.	4/28/2008	open market purchase	5,102(1)	\$ 15.88

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	4/28/2008	open market purchase	1,050(1)	\$ 15.89
ESL Partners, L.P.	4/28/2008	open market purchase	225(1)	\$ 15.9
ESL Partners, L.P.	4/28/2008	open market purchase	2,154(1)	\$ 15.96
ESL Partners, L.P.	4/28/2008	open market purchase	5,025(1)	\$ 15.97
ESL Partners, L.P.	4/28/2008	open market purchase	10,500(1)	\$ 15.98
ESL Partners, L.P.	4/28/2008	open market purchase	15,323(1)	\$ 15.99
ESL Partners, L.P.	4/28/2008	open market purchase	158,250(1)	\$ 16
ESL Partners, L.P.	4/28/2008	open market purchase	75(1)	\$ 15.81
ESL Partners, L.P.	4/28/2008	open market purchase	150(1)	\$15.835
ESL Investors, L.L.C.	4/28/2008	open market purchase	1,200(1)	\$ 15.62
ESL Investors, L.L.C.	4/28/2008	open market purchase	125(1)	\$ 15.65
ESL Investors, L.L.C.	4/28/2008	open market purchase	450(1)	\$ 15.67
ESL Investors, L.L.C.	4/28/2008	open market purchase	625(1)	\$ 15.68
ESL Investors, L.L.C.	4/28/2008	open market purchase	3,575(1)	\$ 15.7
ESL Investors, L.L.C.	4/28/2008	open market purchase	550(1)	\$ 15.72
ESL Investors, L.L.C.	4/28/2008	open market purchase	150(1)	\$ 15.74
ESL Investors, L.L.C.	4/28/2008	open market purchase	5,751(1)	\$ 15.69
ESL Investors, L.L.C.	4/28/2008	open market purchase	1,550(1)	\$ 15.76
ESL Investors, L.L.C.	4/28/2008	open market purchase	300(1)	\$ 15.77
ESL Investors, L.L.C.	4/28/2008	open market purchase	1,323(1)	\$ 15.78
ESL Investors, L.L.C.	4/28/2008	open market purchase	725(1)	\$ 15.79

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	4/28/2008	open market purchase	350(1)	\$ 15.8
ESL Investors, L.L.C.	4/28/2008	open market purchase	50(1)	\$ 15.83
ESL Investors, L.L.C.	4/28/2008	open market purchase	5,074(1)	\$ 15.75
ESL Investors, L.L.C.	4/28/2008	open market purchase	2,739(1)	\$ 15.84
ESL Investors, L.L.C.	4/28/2008	open market purchase	2,527(1)	\$ 15.85
ESL Investors, L.L.C.	4/28/2008	open market purchase	1,701(1)	\$ 15.88
ESL Investors, L.L.C.	4/28/2008	open market purchase	350(1)	\$ 15.89
ESL Investors, L.L.C.	4/28/2008	open market purchase	75(1)	\$ 15.9
ESL Investors, L.L.C.	4/28/2008	open market purchase	716(1)	\$ 15.96
ESL Investors, L.L.C.	4/28/2008	open market purchase	1,675(1)	\$ 15.97
ESL Investors, L.L.C.	4/28/2008	open market purchase	3,500(1)	\$ 15.98
ESL Investors, L.L.C.	4/28/2008	open market purchase	5,107(1)	\$ 15.99
ESL Investors, L.L.C.	4/28/2008	open market purchase	52,750(1)	\$ 16
ESL Investors, L.L.C.	4/28/2008	open market purchase	25(1)	\$ 15.81
ESL Investors, L.L.C.	4/28/2008	open market purchase	50(1)	\$15.835
ESL Partners, L.P.	4/29/2008	open market purchase	31,500(1)	\$ 16
ESL Partners, L.P.	4/29/2008	open market purchase	16,968(1)	\$ 15.99
ESL Partners, L.P.	4/29/2008	open market purchase	35,186(1)	\$ 15.98
ESL Partners, L.P.	4/29/2008	open market purchase	7,224(1)	\$ 15.97
ESL Partners, L.P.	4/29/2008	open market purchase	16,296(1)	\$ 15.96
ESL Partners, L.P.	4/29/2008	open market purchase	62,933(1)	\$ 15.95
ESL Partners, L.P.	4/29/2008	open market purchase	168(1)	\$15.945

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	4/29/2008	open market purchase	6,720(1)	\$ 15.94
ESL Partners, L.P.	4/29/2008	open market purchase	7,385(1)	\$ 15.93
ESL Partners, L.P.	4/29/2008	open market purchase	7,644(1)	\$ 15.91
ESL Partners, L.P.	4/29/2008	open market purchase	8,736(1)	\$ 15.9
ESL Partners, L.P.	4/29/2008	open market purchase	756(1)	\$ 15.89
ESL Partners, L.P.	4/29/2008	open market purchase	84(1)	\$15.975
ESL Investors, L.L.C.	4/29/2008	open market purchase	6,000(1)	\$ 16
ESL Investors, L.L.C.	4/29/2008	open market purchase	3,232(1)	\$ 15.99
ESL Investors, L.L.C.	4/29/2008	open market purchase	6,702(1)	\$ 15.98
ESL Investors, L.L.C.	4/29/2008	open market purchase	1,376(1)	\$ 15.97
ESL Investors, L.L.C.	4/29/2008	open market purchase	3,104(1)	\$ 15.96
ESL Investors, L.L.C.	4/29/2008	open market purchase	11,987(1)	\$ 15.95
ESL Investors, L.L.C.	4/29/2008	open market purchase	32(1)	\$15.945
ESL Investors, L.L.C.	4/29/2008	open market purchase	1,280(1)	\$ 15.94
ESL Investors, L.L.C.	4/29/2008	open market purchase	1,407(1)	\$ 15.93
ESL Investors, L.L.C.	4/29/2008	open market purchase	1,456(1)	\$ 15.91
ESL Investors, L.L.C.	4/29/2008	open market purchase	1,664(1)	\$ 15.9
ESL Investors, L.L.C.	4/29/2008	open market purchase	144(1)	\$ 15.89
ESL Investors, L.L.C.	4/29/2008	open market purchase	16(1)	\$15.975
ESL Partners, L.P.	4/30/2008	open market purchase	3,192(1)	\$ 15.89
ESL Partners, L.P.	4/30/2008	open market purchase	4,536(1)	\$ 15.9
ESL Partners, L.P.	4/30/2008	open market purchase	18,272(1)	\$ 15.92
ESL Partners, L.P.	4/30/2008	open market purchase	18,480(1)	\$ 15.93

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	4/30/2008	open market purchase	1,680(1)	\$ 15.94
ESL Partners, L.P.	4/30/2008	open market purchase	252(1)	\$ 15.945
ESL Partners, L.P.	4/30/2008	open market purchase	18,404(1)	\$ 15.95
ESL Partners, L.P.	4/30/2008	open market purchase	11,264(1)	\$ 15.96
ESL Partners, L.P.	4/30/2008	open market purchase	168(1)	\$ 15.965
ESL Partners, L.P.	4/30/2008	open market purchase	38,857(1)	\$ 15.97
ESL Partners, L.P.	4/30/2008	open market purchase	252(1)	\$ 15.975
ESL Partners, L.P.	4/30/2008	open market purchase	16,204(1)	\$ 15.98
ESL Partners, L.P.	4/30/2008	open market purchase	7,812(1)	\$ 15.99
ESL Partners, L.P.	4/30/2008	open market purchase	182,767(1)	\$ 16
ESL Investors, L.L.C.	4/30/2008	open market purchase	608(1)	\$ 15.89
ESL Investors, L.L.C.	4/30/2008	open market purchase	864(1)	\$ 15.9
ESL Investors, L.L.C.	4/30/2008	open market purchase	3,480(1)	\$ 15.92
ESL Investors, L.L.C.	4/30/2008	open market purchase	3,520(1)	\$ 15.93
ESL Investors, L.L.C.	4/30/2008	open market purchase	320(1)	\$ 15.94
ESL Investors, L.L.C.	4/30/2008	open market purchase	48(1)	\$ 15.945
ESL Investors, L.L.C.	4/30/2008	open market purchase	3,506(1)	\$ 15.95
ESL Investors, L.L.C.	4/30/2008	open market purchase	2,146(1)	\$ 15.96
ESL Investors, L.L.C.	4/30/2008	open market purchase	32(1)	\$ 15.965
ESL Investors, L.L.C.	4/30/2008	open market purchase	7,401(1)	\$ 15.97
ESL Investors, L.L.C.	4/30/2008	open market purchase	48(1)	\$ 15.975
ESL Investors, L.L.C.	4/30/2008	open market purchase	3,087(1)	\$ 15.98
ESL Investors, L.L.C.	4/30/2008	open market purchase	1,488(1)	\$ 15.99

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	4/30/2008	open market purchase	34,812(1)	\$ 16
ESL Partners, L.P.	5/6/2008	open market purchase	1,176(1)	\$16.09
ESL Partners, L.P.	5/6/2008	open market purchase	420(1)	\$16.15
ESL Partners, L.P.	5/6/2008	open market purchase	2,436(1)	\$16.16
ESL Partners, L.P.	5/6/2008	open market purchase	1,680(1)	\$16.17
ESL Partners, L.P.	5/6/2008	open market purchase	2,475(1)	\$16.18
ESL Partners, L.P.	5/6/2008	open market purchase	21,000(1)	\$16.19
ESL Partners, L.P.	5/6/2008	open market purchase	1,680(1)	\$16.21
ESL Partners, L.P.	5/6/2008	open market purchase	1,764(1)	\$16.22
ESL Partners, L.P.	5/6/2008	open market purchase	2,436(1)	\$16.23
ESL Partners, L.P.	5/6/2008	open market purchase	2,688(1)	\$16.24
ESL Partners, L.P.	5/6/2008	open market purchase	14,156(1)	\$16.25
ESL Partners, L.P.	5/6/2008	open market purchase	32,089(1)	\$ 16.2
ESL Investors, L.L.C.	5/6/2008	open market purchase	224(1)	\$16.09
ESL Investors, L.L.C.	5/6/2008	open market purchase	80(1)	\$16.15
ESL Investors, L.L.C.	5/6/2008	open market purchase	464(1)	\$16.16
ESL Investors, L.L.C.	5/6/2008	open market purchase	320(1)	\$16.17
ESL Investors, L.L.C.	5/6/2008	open market purchase	472(1)	\$16.18
ESL Investors, L.L.C.	5/6/2008	open market purchase	4,000(1)	\$16.19
ESL Investors, L.L.C.	5/6/2008	open market purchase	320(1)	\$16.21

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	5/6/2008	open market purchase	336(1)	\$ 16.22
ESL Investors, L.L.C.	5/6/2008	open market purchase	464(1)	\$ 16.23
ESL Investors, L.L.C.	5/6/2008	open market purchase	512(1)	\$ 16.24
ESL Investors, L.L.C.	5/6/2008	open market purchase	2,696(1)	\$ 16.25
ESL Investors, L.L.C.	5/6/2008	open market purchase	6,112(1)	\$ 16.2
ESL Partners, L.P.	5/8/2008	open market purchase	1,680(1)	\$ 15.81
ESL Partners, L.P.	5/8/2008	open market purchase	2,520(1)	\$ 15.84
ESL Partners, L.P.	5/8/2008	open market purchase	78,036(1)	\$ 15.85
ESL Partners, L.P.	5/8/2008	open market purchase	21,588(1)	\$ 15.95
ESL Partners, L.P.	5/8/2008	open market purchase	3,108(1)	\$ 15.99
ESL Partners, L.P.	5/8/2008	open market purchase	38,304(1)	\$ 16
ESL Partners, L.P.	5/8/2008	open market purchase	588(1)	\$ 16.02
ESL Partners, L.P.	5/8/2008	open market purchase	1,764(1)	\$ 16.03
ESL Partners, L.P.	5/8/2008	open market purchase	4,788(1)	\$ 16.04
ESL Partners, L.P.	5/8/2008	open market purchase	114,408(1)	\$ 16.05
ESL Partners, L.P.	5/8/2008	open market purchase	9,324(1)	\$ 16.06
ESL Partners, L.P.	5/8/2008	open market purchase	10,164(1)	\$ 16.07
ESL Partners, L.P.	5/8/2008	open market purchase	7,476(1)	\$ 16.08
ESL Partners, L.P.	5/8/2008	open market purchase	23,688(1)	\$ 16.09
ESL Partners, L.P.	5/8/2008	open market purchase	20,916(1)	\$ 16.1
ESL Partners, L.P.	5/8/2008	open market purchase	3,444(1)	\$ 16.11
ESL Partners, L.P.	5/8/2008	open market purchase	5,292(1)	\$ 16.12
ESL Partners, L.P.	5/8/2008	open market purchase	2,268(1)	\$ 16.13
ESL Partners, L.P.	5/8/2008	open market purchase	1,260(1)	\$ 16.14
ESL Partners, L.P.	5/8/2008	open market purchase	47,964(1)	\$ 16.15

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Partners, L.P.	5/8/2008	open market purchase	20,916(1)	\$ 16.16
ESL Partners, L.P.	5/8/2008	open market purchase	13,569(1)	\$ 16.17
ESL Partners, L.P.	5/8/2008	open market purchase	336(1)	\$ 16.18
ESL Partners, L.P.	5/8/2008	open market purchase	3,399(1)	\$ 16.19
ESL Investors, L.L.C.	5/8/2008	open market purchase	320(1)	\$ 15.81
ESL Investors, L.L.C.	5/8/2008	open market purchase	480(1)	\$ 15.84
ESL Investors, L.L.C.	5/8/2008	open market purchase	14,864(1)	\$ 15.85
ESL Investors, L.L.C.	5/8/2008	open market purchase	4,112(1)	\$ 15.95
ESL Investors, L.L.C.	5/8/2008	open market purchase	592(1)	\$ 15.99
ESL Investors, L.L.C.	5/8/2008	open market purchase	7,296(1)	\$ 16
ESL Investors, L.L.C.	5/8/2008	open market purchase	112(1)	\$ 16.02
ESL Investors, L.L.C.	5/8/2008	open market purchase	336(1)	\$ 16.03
ESL Investors, L.L.C.	5/8/2008	open market purchase	912(1)	\$ 16.04
ESL Investors, L.L.C.	5/8/2008	open market purchase	21,792(1)	\$ 16.05
ESL Investors, L.L.C.	5/8/2008	open market purchase	1,776(1)	\$ 16.06
ESL Investors, L.L.C.	5/8/2008	open market purchase	1,936(1)	\$ 16.07
ESL Investors, L.L.C.	5/8/2008	open market purchase	1,424(1)	\$ 16.08
ESL Investors, L.L.C.	5/8/2008	open market purchase	4,512(1)	\$ 16.09
ESL Investors, L.L.C.	5/8/2008	open market purchase	3,984(1)	\$ 16.1
ESL Investors, L.L.C.	5/8/2008	open market purchase	656(1)	\$ 16.11
ESL Investors, L.L.C.	5/8/2008	open market purchase	1,008(1)	\$ 16.12
ESL Investors, L.L.C.	5/8/2008	open market purchase	432(1)	\$ 16.13

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Price per Share
ESL Investors, L.L.C.	5/8/2008	open market purchase	240(1)	\$ 16.14
ESL Investors, L.L.C.	5/8/2008	open market purchase	9,136(1)	\$ 16.15
ESL Investors, L.L.C.	5/8/2008	open market purchase	3,984(1)	\$ 16.16
ESL Investors, L.L.C.	5/8/2008	open market purchase	2,585(1)	\$ 16.17
ESL Investors, L.L.C.	5/8/2008	open market purchase	64(1)	\$ 16.18
ESL Investors, L.L.C.	5/8/2008	open market purchase	647(1)	\$ 16.19
ESL Partners, L.P.	5/9/2008	open market purchase	56,848(1)	\$ 15.99
ESL Investors, L.L.C.	5/9/2008	open market purchase	14,152(1)	\$ 15.99

- (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.