

AUTONATION INC /FL
Form SC 13D/A
November 21, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 24)*
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)
November 18, 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 17

NAME OF REPORTING PERSON

1

ESL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 58,645,096

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 58,645,096

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 3 OF 17

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 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

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 4 OF 17

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 12,189,155

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 12,189,155

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

PAGE 5 OF 17

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 79,223,286

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 79,223,286

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 05329W102

PAGE 6 OF 17

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

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 7 OF 17

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

79,587,656

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

PAGE 8 OF 17

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

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 9 OF 17

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 73,289,502

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 73,289,502

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 05329W102

PAGE 10 OF 17

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

79,587,656

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 05329W102

PAGE 11 OF 17

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 79,415,250

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

9

PERSON 79,415,250

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 05329W102

PAGE 12 OF 17

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 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 172,406

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

79,587,656

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

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

45.0%

TYPE OF REPORTING PERSON

14

IN

This Amendment No. 24 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. 24 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. 24 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 August 4, 2008, November 11, 2008, November 12, 2008, November 13, 2008, November 14, 2008, November 17, 2008 and November 18, 2008, ESL acquired an aggregate of 1,378,942 Shares for aggregate consideration of approximately \$9,741,059 using working capital. In open market purchases on August 4, 2008, November 11, 2008, November 12, 2008, November 13, 2008, November 14, 2008, November 17, 2008 and November 18, 2008, an account established by the investment member of Investors acquired an aggregate of 528,858 Shares for aggregate consideration of approximately \$3,501,880 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) As of November 21, 2008, the Filing Persons may be deemed to beneficially own an aggregate of 79,587,656 Shares (approximately 45.0% of the outstanding Shares based on the Issuer having 176,853,283 Shares outstanding on November 3, 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.	79,587,656(1)	45.0%	58,645,096	0	58,645,096	0
ESL Institutional Partners, L.P.	79,587,656(1)	45.0%	221,701	0	221,701	0
ESL Investors, L.L.C.	79,587,656(1)	45.0%	12,189,155	0	12,189,155	0
ESL Investments, Inc.	79,587,656(1)	45.0%	79,223,286(2)	0	79,223,286(2)	0
CBL Partners, L.P.	79,587,656(1)	45.0%	5,712,083	0	5,712,083	0
Tynan, LLC	79,587,656(1)	45.0%	2,406	0	2,406	0
ESL Investment Management, L.P.	79,587,656(1)	45.0%	61,964	0	61,964	0

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
RBS Partners, L.P.	79,587,656(1)	45.0%	73,289,502(3)	0	73,289,502(3)	0
RBS Investment Management, L.L.C.	79,587,656(1)	45.0%	221,701(4)	0	221,701(4)	0
Edward S. Lampert	79,587,656(1)	45.0%	79,415,250(5)	0	79,415,250(5)	0
William C. Crowley	79,587,656(1)	45.0%	172,406(6)	0	172,406(6)	0

(1) This number consists of 58,645,096 Shares held by ESL, 221,701 Shares held by Institutional, 12,189,155 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 58,645,096

Shares held by
ESL, 221,701
Shares held by
Institutional,
12,189,155
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
58,645,096
Shares held by
ESL,
12,189,155
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
58,645,096
Shares held by
ESL, 221,701
Shares held by
Institutional,
12,189,155
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 between July 31, 2008, the date of the last amendment on Schedule 13D, and November 21, 2008.

(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: November 21, 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	Approximate Average Price per Share
ESL Partners, L.P.	8/4/2008	open market purchases	317,540(1)	\$ 10.2787
ESL Investors, L.L.C.	8/4/2008	open market purchases	68,560(1)	\$ 10.2787
ESL Partners, L.P.	11/11/2008	open market purchases	153,677(1)	\$ 5.953
ESL Investors, L.L.C.	11/11/2008	open market purchases	151,623(1)	\$ 5.953
ESL Partners, L.P.	11/12/2008	open market purchases	181,488(1)	\$ 5.972
ESL Investors, L.L.C.	11/12/2008	open market purchases	42,512(1)	\$ 5.972
ESL Partners, L.P.	11/13/2008	open market purchases	130,460(1)	\$ 6.0527
ESL Investors, L.L.C.	11/13/2008	open market purchases	70,640(1)	\$ 6.0527
ESL Partners, L.P.	11/14/2008	open market purchases	13,336(1)	\$ 6.1489
ESL Investors, L.L.C.	11/14/2008	open market purchases	14,264(1)	\$ 6.1489
ESL Partners, L.P.	11/17/2008	open market purchases	474,031(1)	\$ 6.1645
ESL Investors, L.L.C.	11/17/2008	open market purchases	128,069(1)	\$ 6.1645
ESL Partners, L.P.	11/18/2008	open market purchases	108,410(1)	\$ 6.3156
ESL Investors, L.L.C.	11/18/2008		53,190(1)	\$ 6.3156

open market
purchases

- (1) These Shares represent portions of individual trades which were allocated between Partners and an account that was established by the investment member of Investors.