

AUTONATION, INC.  
Form SC 13D/A  
June 02, 2010

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 27)\***

**AutoNation, Inc.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

05329W102

(CUSIP Number)

Amanda N. Persaud

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 2, 2010

(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: "

Edgar Filing: AUTONATION, INC. - Form SC 13D/A

**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 (the 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)  x  
(b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

58,775,840

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

58,775,840

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
(b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

6,704

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

6,704

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

81,117,306

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

**12**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

50.2%

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)  x  
(b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

12,882,401

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

12,882,401

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
(b)  ..

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** ..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7** 76,885,099

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**8** 0

SOLE DISPOSITIVE POWER

**9** 76,885,099

SHARED DISPOSITIVE POWER

**10** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
 (b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

5,220,154

SHARED VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

5,220,154

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
(b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

152,315

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

62,628

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
 (b)  ..  
 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** ..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

0

SHARED VOTING POWER

**8**

0

SOLE DISPOSITIVE POWER

**9**

0

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

**14**

TYPE OF REPORTING PERSON

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)  x  
 (b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Delaware

SOLE VOTING POWER

**7**

71,658,241

SHARED VOTING POWER

**8**

0

SOLE DISPOSITIVE POWER

**9**

71,658,241

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

81,117,306

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

**12**

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

50.2%

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)  x  
 (b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

SOLE VOTING POWER

**7**

6,704

SHARED VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

6,704

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)  x  
 (b)  ..

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** United States

SOLE VOTING POWER

**7**

80,754,991

SHARED VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

**8**

0

SOLE DISPOSITIVE POWER

**9**

80,179,018

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

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)   
 (b)

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**

..

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** UNITED STATES

SOLE VOTING POWER

**7**

362,315

SHARED VOTING POWER

**8**

0

SOLE DISPOSITIVE POWER

**9**

272,628

SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11** 81,117,306

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

**12** ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13** 50.2%

TYPE OF REPORTING PERSON

**14** IN





This Amendment No. 27 to Schedule 13D (this Amendment No. 27) relates to shares of common stock, par value \$0.01 per share (Shares), of AutoNation, Inc. (the Issuer). This Amendment No. 27 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., a Delaware corporation (Investments), CBL Partners, L.P., a Delaware limited partnership (CBL), Tynan, LLC, a Delaware limited liability company (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 No. 27 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. 27 to report that there has been an internal reorganization among the Filing Persons that has redistributed the direct ownership, but not the overall beneficial ownership, of Shares held by the Filing Persons.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended to add the following:

As part of an internal restructuring by the Filing Persons that occurred on June 2, 2010, ESL distributed 665,660 Shares to RBS, its general partner, following which RBS immediately distributed 575,973 of these Shares to Mr. Lampert and 89,687 of these Shares to Mr. Crowley. In addition, as part of the internal restructuring, on June 2, 2010, CBL distributed 482,090 Shares to Mr. Lampert and 9,839 Shares to Mr. Crowley.

### **Item 4. Purpose of Transaction**

Item 4 is hereby amended to add the following:

The information set forth in Item 3 is hereby incorporated herein by reference.

The internal restructuring transactions described herein, including the distribution of Shares by ESL and the distribution of Shares by CBL, will result in direct ownership by Mr. Lampert and Mr. Crowley of a portion of their respective indirect ownership interests in the Shares. Specifically, ESL is making a partial distribution to RBS based on RBS's pro rata share of the assets of ESL. Of that distribution, a portion of the Shares indirectly owned by Mr. Lampert will initially be retained by ESL and, upon expiration or termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (HSR Approval), will be distributed to RBS, which in turn will make a distribution to Mr. Lampert. Filing for HSR Approval is expected to be made shortly.

As a result of this internal restructuring, both after the distribution of Shares reflected in this filing, and after the additional distribution of Shares to Mr. Lampert upon receiving HSR Approval, the combined direct and indirect ownership of Mr. Lampert and Mr. Crowley in the Issuer, and the pecuniary interest of each of Mr. Lampert and Mr. Crowley in the Issuer, will not change.

In connection with the internal restructuring, on June 2, 2010, each of Mr. Lampert and Mr. Crowley entered into a letter agreement with ESL (each, a Lock-Up Agreement ) that restricts the purchases and sales by Mr. Lampert and Mr. Crowley of the Shares. Pursuant to the Lock-Up Agreements, Mr. Lampert and Mr. Crowley generally are required to sell Shares and purchase additional Shares on a pro rata basis with the sales and purchases of Shares made by ESL, and generally must make such sales and purchases on substantially the same terms and conditions as ESL (subject to certain legal, tax, accounting or regulatory considerations). Mr. Lampert and Mr. Crowley are also restricted from certain sales of Shares or purchases of additional Shares except in accordance with the Lock-Up Agreements. The foregoing summary of the Lock-Up Agreements does not purport to be complete and is qualified in its entirety by reference to the Lock-Up Agreements, which are incorporated by reference as Exhibit 7 and Exhibit 8 and are incorporated herein by reference.

---

**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 June 2, 2010, after giving effect to the internal restructuring described above, the Filing Persons may be deemed to beneficially own an aggregate of 81,117,306 Shares (approximately 50.2% of the outstanding Shares based on the Issuer having 161,527,965 Shares outstanding on May 20, 2010, as disclosed in the Issuer's Current Report on Form 8-K filed May 20, 2010, plus 210,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley).

<b>REPORTING PERSON</b>	<b>NUMBER OF SHARES BENEFICIALLY OWNED</b>	<b>PERCENTAGE OF OUTSTANDING SHARES</b>	<b>SOLE VOTING POWER</b>	<b>SHARED VOTING POWER</b>	<b>SOLE DISPOSITIVE POWER</b>	<b>SHARED DISPOSITIVE POWER</b>
ESL Partners, L.P.	81,117,306 (1)	50.2%	58,775,840	0	58,775,840	0
ESL Institutional Partners, L.P.	81,117,306 (1)	50.2%	6,704	0	6,704	0
ESL Investors, L.L.C.	81,117,306 (1)	50.2%	12,882,401	0	12,882,401	0
ESL Investments, Inc.	81,117,306 (1)	50.2%	76,885,099 (2)	0	76,885,099 (2)	0
CBL Partners, L.P.	81,117,306 (1)	50.2%	5,220,154	0	5,220,154	0
Tynan, LLC	81,117,306 (1)	50.2%	152,315	0	62,628 (3)	0
ESL Investment Management	81,117,306 (1)	50.2%	0	0	0	0
RBS Partners, L.P.	81,117,306 (1)	50.2%	71,658,241 (4)	0	71,658,241 (4)	0
RBS Investment Management, L.L.C.	81,117,306 (1)	50.2%	6,704 (5)	0	6,704 (5)	0
Edward S. Lampert	81,117,306 (1)	50.2%	80,754,991 (6)	0	80,179,018 (7)	0
William C. Crowley	81,117,306 (1)	50.2%	362,315 (8)	0	272,628 (9)	0

(1) This number consists of 58,775,840 Shares held by ESL, 6,704 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors, 5,220,154 Shares held by CBL, 152,315 Shares held by Tynan, 3,869,892 Shares held by Mr. Lampert and 210,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

Edgar Filing: AUTONATION, INC. - Form SC 13D/A

- (2) This number consists of 58,775,840 Shares held by ESL, 6,704 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors and 5,220,154 Shares held by CBL.
  - (3) This number excludes Shares subject to the Lock-Up Agreement described herein.
  - (4) This number consists of 58,775,840 Shares held by ESL and 12,882,401 Shares held in an account established by the investment member of Investors.
  - (5) This number consists of 6,704 Shares held by Institutional.
  - (6) This number consists of 58,775,840 Shares held by ESL, 6,704 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors, 5,220,154 Shares held by CBL and 3,869,892 Shares held by Mr. Lampert.
  - (7) This number excludes Shares subject to the Lock-Up Agreement described herein
  - (8) This number consists of 152,315 Shares held by Tynan and 210,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.
  - (9) This number excludes Shares subject to the Lock-Up Agreement described herein.
-

(c) Except as set forth herein, there have been no transactions in Shares by any of the Filing Persons in the past sixty days.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended to add the following:

The information set forth in Item 4 is hereby incorporated herein by reference.

**Item 7. Materials to be Filed as Exhibits**

Item 7 is hereby amended to add the following:

Exhibit 7: Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert.

Exhibit 8: Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and William C. Crowley.

---

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: June 2, 2010

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., as 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

---