

AUTONATION INC /FL
Form SC 13D/A
May 07, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

05329W102

(Cusip Number)

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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

May 4, 2004

(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.

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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).

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 ESL Partners, L.P., a Delaware limited 22-2875193
 partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 40,393,481

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 40,393,481

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75, 198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 ESL Limited, a Bermuda corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Bermuda

7. Sole Voting Power:
 4,977,872

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 4,977,872

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
CO

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 ESL Institutional Partners, L.P., a Delaware limited partnership 06-1456821

2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 1,443,026

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 1,443,026

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
 ESL Investors, L.L.C., a Delaware limited liability company 13-4095958

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 16,434,250

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 16,434,250

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
OO

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
ESL Investments, Inc., a Delaware corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
N/A

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
182,235

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
182,235

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
CO

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Courtesy Partners, L.P., a Delaware limited 06-1633842
partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
N/A

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
0%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Courtesy Partners, L.P. disposed of all of its securities in the Issuer on May 4, 2004, and therefore disclaims beneficial ownership of the securities of the Issuer reported herein.

1. Name of Reporting Person: CBL Partners, L.P., a Delaware limited partnership
 I.R.S. Identification Nos. of above persons (entities only): 06-1526810

2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
 o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 8,819,389

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 8,819,389

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: KP I Partners, L.P., a Delaware limited partnership
 I.R.S. Identification Nos. of above persons (entities only): 86-1069224

2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) x
 (b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 2,689,266

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 2,689,266

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: KP II Partners, L.P., a Delaware limited partnership
 I.R.S. Identification Nos. of above persons (entities only): 86-1069227

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
 WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
 N/A

6. Citizenship or Place of Organization:
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. Sole Voting Power:
 255,064

8. Shared Voting Power:
 0

9. Sole Dispositive Power:
 255,064

10. Shared Dispositive Power:
 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
PN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: Edward S. Lampert
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
N/A

6. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
0

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
IN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Tynan LLC, a Delaware limited liability company

2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) x
(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
N/A

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
3,717

8. Shared Voting Power:
0

9. Sole Dispositive Power:
3,717

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
OO

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

1. Name of Reporting Person: William C. Crowley I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) x

(b) o

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): o
N/A

6. Citizenship or Place of Organization:
United States

7. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
0

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
75,198,300

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): o
N/A

13. Percent of Class Represented by Amount in Row (11):
28.1%(1)

14. Type of Reporting Person (See Instructions):
IN

(1) Based on a total of 267,575,432 Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004.

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This Amendment No. 5 to Schedule 13D (this Amendment) amends and restates certain Items of the Schedule 13D, as amended, filed by ESL Partners, L.P., a Delaware limited partnership (ESL), ESL Limited, a Bermuda corporation (Limited), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), ESL Investors, L.L.C., a Delaware limited liability company (Investors), Courtesy Partners, L.P., a Delaware limited partnership (Courtesy), CBL Partners, L.P., a Delaware limited partnership (CBL), KPI Partners, L.P., a Delaware limited partnership (KPI), KPII Partners, L.P., a Delaware limited partnership (KPII), Edward S. Lampert (Mr. Lampert) and William C. Crowley (Mr. Crowley), both U.S. citizens, by furnishing the information set forth below. ESL, Limited, Institutional, ESL Investments, Inc., a Delaware corporation (Investments), Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley, and Tynan LLC, a Delaware limited liability company (Tynan) 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.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

(a) The names of the persons filing this Statement are ESL, Limited, Institutional, Investments, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley and Tynan.

(b) The principal business address of ESL, Institutional, Investments, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley and Tynan is 200 Greenwich Avenue, Greenwich, Connecticut 06830. The principal business address of Limited is Hemisphere House, 9 Church Street, Hamilton, Bermuda.

(c) This Statement is filed on behalf of ESL, Limited, Institutional, Investments, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley and Tynan. The general partner of ESL is RBS Partners, L.P., a Delaware limited partnership (the General Partner). The general partner of the General Partner is Investments. ESL Investment Management, LLC, a Delaware limited liability company (ESLIM), is the investment manager of Limited and the general partner of each of KPI and KPII. RBS Investment Management, LLC, a Delaware limited liability company (RBSIM), is the general partner of Institutional. The General Partner is the manager of Investors. Investments is the general partner of CBL and Courtesy. Mr. Lampert is the Chief Executive Officer and director of Investments and the managing member of ESLIM and RBSIM. Mr. Crowley is the President and Chief Operating Officer of Investments, a member of ESLIM and RBSIM and the sole member of Tynan. Mr. Lampert and Mr. Crowley were appointed to the Board of Directors of the Issuer on January 29, 2002. In the aforementioned capacities, ESL, Limited, Institutional, Investments, Investors, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley and Tynan each may be deemed to be the beneficial owner of the Shares beneficially owned by the other members of the group. Courtesy, by virtue of its disposition in the Shares reported herein, disclaims beneficial ownership of the Shares.

The principal business of ESL, Limited, Institutional, Investors, Courtesy, CBL, KPI, KPII and Tynan is purchasing, holding and selling securities for investment purposes. The principal business of the General Partner is serving as the general partner of ESL. The principal business of Investments is serving as the general partner of the General Partner. The principal business of ESLIM is serving as the investment manager for Limited and the general partner of each of KPI and KPII. The principal business of RBSIM is serving as the investment manager of Institutional. Mr. Lampert's principal business is serving as the Chief Executive Officer and director of Investments and the managing member of ESLIM and RBSIM. Mr. Crowley's principal business is serving as the President and Chief Operating Officer of Investments and as a member of ESLIM and RBSIM.

(d) and (e) During the past five years, none of the foregoing entities or natural persons has been convicted in a criminal proceeding or been a party to a civil proceeding, in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

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(f) ESL, Institutional, Investments, Investors, Courtesy, CBL, KPI, KPII and Tynan are organized in Delaware, Limited is organized in Bermuda, and Mr. Lampert and Mr. Crowley are citizens of the United States.

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

Item 3 is hereby supplemented as follows:

ESL owns an aggregate of 40,393,481 Shares, of which 393,497 Shares were distributed to ESL by Courtesy on May 4, 2004. Investors owns an aggregate of 16,434,250 Shares, of which 813,041 Shares were distributed to Investors by Courtesy on May 4, 2004. Investments owns an aggregate of 182,235 Shares, all of which were distributed to Investments by Courtesy on May 4, 2004. Tynan owns an aggregate of 3,717 Shares, all of which were distributed to Tynan by Courtesy on May 4, 2004.

Item 4. Purpose of Transaction.

Item 4 is hereby supplemented as follows:

On May 4, 2004, Courtesy distributed (i) 393,497 Shares to ESL, (ii) 813,041 Shares to Investors, (iii) 182,235 Shares to Investments, and (iv) 3,717 Shares to Tynan. On May 4, 2004, the Filing Persons owned 75,198,300 Shares, in the aggregate, which represented approximately 28.1% of the Shares outstanding as of March 26, 2004.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) The Filings Persons may be deemed to beneficially own 75,198,300 Shares (which represents approximately 28.1% of the Shares outstanding as of March 26, 2004, as disclosed in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 12, 2004).

(b)

| | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power |
|-------------------------------------|----------------------------------|------------------------------------|---------------------------------------|---|
| ESL Partners, L.P. | 40,393,481 | 0 | 40,393,481 | 0 |
| ESL Limited | 4,977,872 | 0 | 4,977,872 | 0 |
| ESL Institutional Partners, L.P. | 1,443,026 | 0 | 1,443,026 | 0 |
| ESL Investments, Inc. | 182,235 | 0 | 182,235 | 0 |
| ESL Investors, L.L.C. | 16,434,250 | 0 | 16,434,250 | 0 |
| CBL Partners, L.P. | 8,819,389 | 0 | 8,819,389 | 0 |
| KP I Partners, L.P. | 2,689,266 | 0 | 2,689,266 | 0 |
| KP II Partners, L.P. | 255,064 | 0 | 255,064 | 0 |
| Tynan LLC | 3,717 | 0 | 3,717 | 0 |

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| | | | | |
|-------------------------|---|---|---|---|
| Edward S. Lampert | 0 | 0 | 0 | 0 |
| William C. Crowley | 0 | 0 | 0 | 0 |
| Courtesy Partners, L.P. | 0 | 0 | 0 | 0 |

(c) In the past 60 days, there have been no transactions in the Shares by any of the Filing Persons except as set forth herein.

(d) Not applicable.

(e) Courtesy ceased to be a beneficial owner of more than five percent of the Shares on May 4, 2004.

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

Item 6 is hereby amended and restated in its entirety as follows:

Other than as provided herein, there are no contracts, arrangements, understandings or relationships between ESL, Limited, Institutional, Investments, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley, Tynan or any other person with respect to the securities of the Issuer.

Item 7. Material To Be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

Exhibit 1 Joint Filing Agreement, dated as of May 7, 2004, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investments, Inc., ESL Investors, L.L.C., CBL Partners, L.P., KP I Partners, L.P., KP II Partners, L.P., Edward S. Lampert, William C. Crowley and Tynan LLC.

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.

Date: May 7, 2004

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner
By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its investment manager

By: /s/ William C. Crowley

William C. Crowley
Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ William C. Crowley

William C. Crowley
Member

ESL INVESTMENTS, INC.

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager
By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating Officer

COURTESY PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating Officer

CBL PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

William C. Crowley
President and Chief Operating Officer

KP I PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley

William C. Crowley
Member

KP II PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley

William C. Crowley
Member

/s/ Edward S. Lampert

Edward S. Lampert

/s/ William C. Crowley

William C. Crowley

TYNAN LLC

By: /s/ William C. Crowley

Sole Member

EXHIBITS

Exhibit 1 Joint Filing Agreement, dated as of May 7, 2004, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investments, Inc., ESL Investors, L.L.C., CBL Partners, L.P., KP I Partners, L.P., KP II Partners, L.P., Edward S. Lampert, William C. Crowley and Tynan LLC.