AUTONATION INC /FL
Form SC 13D/A
May 10, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 10)*

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value $0.01 par 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, 2006

(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 ss.ss.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 ss.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).

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ESL Partners, L.P., a Delaware limited partnership IRS IDENTIFICATION NO.: 22-2875193	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	34,158,042
	8 SHARED VOTING POWER	0
	9 SOLE DISPOSITIVE POWER	34,158,042
	10 SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

24.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102 Page 3 of 18

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 231,107
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 231,107
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Investors, L.L.C., a Delaware limited liability company

IRS IDENTIFICATION NO.: 13-4095958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER 11,494,559
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER

REPORTING PERSON WITH		11,494,559
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%
14	TYPE OF REPORTING PERSON OO

CUSIP No. 05329W102 Page 5 of 18

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ESL Investments, Inc., a Delaware corporation IRS IDENTIFICATION NO.:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]
3	SEC USE ONLY
4	SOURCE OF FUNDS N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	7	SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		51,972,218
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 51,972,218
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%
14	TYPE OF REPORTING PERSON CO

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CBL Partners, L.P., a Delaware limited partnership IRS IDENTIFICATION NO.: 06-1526810
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]
3	SEC USE ONLY
4	SOURCE OF FUNDS N/A

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 5,954,408	
	8 SHARED VOTING POWER 0	
	9 SOLE DISPOSITIVE POWER 5,954,408	
	10 SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%	
14	TYPE OF REPORTING PERSON PN	

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Tynan, LLC, a Delaware limited liability company IRS IDENTIFICATION NO.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	

		(a)	X
		(b)	[_]
3	SEC USE ONLY		
4	SOURCE OF FUNDS N/A		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 2,735		
	8 SHARED VOTING POWER 0		
	9 SOLE DISPOSITIVE POWER 2,735		
	10 SHARED DISPOSITIVE POWER 0		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%		
14	TYPE OF REPORTING PERSON OO		

CUSIP No. 05329W102 Page 8 of 18

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ESL Investment Management, LLC, a Delaware limited liability company IRS IDENTIFICATION NO.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 70,403	
	8 SHARED VOTING POWER 0	
	9 SOLE DISPOSITIVE POWER 70,403	
	10 SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

24.3%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RBS Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 45,652,601
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 45,652,601
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,305,356

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.3%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RBS Investment Management, LLC, a Delaware limited liability company

IRS IDENTIFICATION NO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) X
(b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER 231,107
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER

REPORTING PERSON WITH		231,107
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%
14	TYPE OF REPORTING PERSON OO

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Edward S. Lampert IRS IDENTIFICATION NO.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]
3	SEC USE ONLY
4	SOURCE OF FUNDS N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 52,172,621
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 52,172,621
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 52,305,356
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.3%
14	TYPE OF REPORTING PERSON IN

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON William C. Crowley IRS IDENTIFICATION NO.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) [_]
3	SEC USE ONLY

4	SOURCE OF FUNDS	
	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	
	132,735	
	8 SHARED VOTING POWER	
	0	
	9 SOLE DISPOSITIVE POWER	
	132,735	
	10 SHARED DISPOSITIVE POWER	
	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	52,305,356	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	24.3%	
14	TYPE OF REPORTING PERSON	
	IN	

This Amendment No. 10 to Schedule 13D (this "Amendment") relates to shares of common stock, par value $0.01 per share (the "Shares") of AutoNation, Inc. (the "Issuer"). This Amendment No. 10 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, LLC, a Delaware limited liability company ("ESLIM"), RBS Partners, L.P. a Delaware limited partnership ("RBS"), and RBS Investment Management, LLC, 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. In Item 4 of Amendment No. 9 to Schedule 13D, filed on April 20, 2006, the Filing Persons disclosed their intention to dispose of approximately 6.8 million additional Shares through sales and/or distributions to their partners within the subsequent 12 months. Since that time, the Filing Persons have sold 4,662,600 Shares. As a result of those sales, the number of Shares the Filing Persons may be deemed to beneficially own has decreased by an amount greater than one percent of the outstanding Shares of the Issuer.

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 52,305,356 Shares (approximately 24.3% of the outstanding Shares based on the Issuer having 214,945,830 Shares outstanding on April 26, 2006, 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 DISPOSITI POWER
ESL Partners, L.P.	52,305,356(1)	24.3%	34,158,042	0	34,158,04
ESL Institutional Partners, L.P.	52,305,356(1)	24.3%	231,107	0	231,10
ESL Investors, L.L.C.	52,305,356(1)	24.3%	11,494,559	0	11,494,55
ESL Investments, Inc.	52,305,356(1)	24.3%	51,972,218(2)	0	51,972,21
CBL Partners, L.P.	52,305,356(1)	24.3%	5,954,408	0	5,954,40
Tynan, LLC	52,305,356(1)	24.3%	2,735	0	2,73
ESL Investment Management, LLC	52,305,356(1)	24.3%	70,403	0	70,40
RBS Partners, L.P.	52,305,356(1)	24.3%	45,652,601(3)	0	45,652,60

RBS Investment Management, LLC	52,305,356(1)	24.3%	231,107(4)	0	231,10
Edward S. Lampert	52,305,356(1)	24.3%	52,172,621(5)	0	52,172,62
William C. Crowley	52,305,356(1)	24.3%	132,735(6)	0	132,73

(1) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 5,954,408 Shares held for the account of CBL, 2,735 Shares held for the account of Tynan, 70,403 Shares held for the account of ESLIM, 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Crowley.

(2) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments and 5,954,408 Shares held for the account of CBL.

(3) This number consists of 34,158,042 Shares held for the account of ESL and 11,494,559 Shares held for the account of Investors.

(4) This number consists of 231,107 Shares held for the account of Institutional.

(5) This number consists of 34,158,042 Shares held for the account of ESL, 231,107 Shares held for the account of Institutional, 11,494,559 Shares held for the account of Investors, 134,102 Shares held for the account of Investments, 5,954,408 Shares held for the account of CBL, 70,403 Shares held for the account of ESLIM and 130,000 Shares issuable upon the exercise of director stock options held for the account of Mr. Lampert.

(6) This number consists of 2,735 Shares held for the account of Tynan and 130,000 Shares issuable upon the exercise of director stock options held for the account of 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 10, 2006

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

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/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

ESL INVESTMENTS, INC.

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

CBL PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley
Title: Member

ESL INVESTMENT MANAGEMENT, LLC

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

RBS INVESTMENT MANAGEMENT, LLC

By: ESL Investments, Inc., as its manager

By: /s/ Theodore W. Ullyot

Name: Theodore W. Ullyot
Title: EVP & General Counsel

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
ESL Partners, L.P.	4/19/06	private sale to issuer in tender offer	13,362,883
ESL Institutional Partners, L.P.	4/19/06	private sale to issuer in tender offer	90,411
ESL Investors, L.L.C.	4/19/06	private sale to issuer in tender offer	4,496,756
CBL Partners, L.P.	4/19/06	private sale to issuer in tender offer	2,329,409
ESL Investment Management, LLC	4/19/06	private sale to issuer in tender offer	25,270
ESL Investments, Inc.	4/19/06	private sale to issuer in tender offer	48,133
Tynan, LLC	4/19/06	private sale to issuer in tender offer	982
ESL Partners, L.P.	5/1/06	open market sale	378,999

ESL Institutional Partners, L.P.	5/1/06	open market sale	2,564
ESL Investors, L.L.C.	5/1/06	open market sale	127,537
ESL Partners, L.P.	5/4/06	open market sale	425,234
ESL Institutional Partners, L.P.	5/4/06	open market sale	2,877
ESL Investors, L.L.C.	5/4/06	open market sale	143,096
CBL Partners, L.P.	5/4/06	open market sale	140,193
ESL Partners, L.P.	5/5/06	open market sale	197,681
ESL Institutional Partners, L.P.	5/5/06	open market sale	1,337
ESL Investors, L.L.C.	5/5/06	open market sale	66,522
CBL Partners, L.P.	5/5/06	open market sale	34,460
ESL Partners, L.P.	5/8/06	open market sale	1,183,121
ESL Institutional Partners, L.P.	5/8/06	open market sale	8,005

ESL Investors, L.L.C.	5/8/06	open market sale	398,133
CBL Partners, L.P.	5/8/06	open market sale	206,241
ESL Partners, L.P.	5/9/06	open market sale	530,510
ESL Institutional Partners, L.P.	5/9/06	open market sale	3,590
ESL Investors, L.L.C.	5/9/06	open market sale	178,522
CBL Partners, L.P.	5/9/06	open market sale	92,478
ESL Partners, L.P.	5/10/06	open market sale	356,814
ESL Institutional Partners, L.P.	5/10/06	open market sale	2,414
ESL Investors, L.L.C.	5/10/06	open market sale	120,072
CBL Partners, L.P.	5/10/06	open market sale	62,200