

Edgar Filing: AUTOZONE INC - Form SC 13D/A

AUTOZONE INC  
Form SC 13D/A  
January 02, 2003

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

SCHEDULE 13D  
(AMENDMENT NO. 16)

Under the Securities Exchange Act of 1934

AutoZone, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

053332-10-2

-----  
(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)

December 31, 2002

-----  
(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 Sections 240.13d-1(e), (f) or (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 Section 240.13d-7(b) 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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SCHEDULE 13D

-----  
 CUSIP No. 053332-10-2  
 -----

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

ESL Partners, L.P., a Delaware limited partnership  
 22-2875193

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS  
 WC

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

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

	7	SOLE VOTING POWER	10,672,129
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	10,672,129
	10	SHARED DISPOSITIVE POWER	0

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
 PERSON  
 25,531,636

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES [ ]  
 N/A

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

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26.21% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

CUSIP No. 053332-10-2

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

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER

2,484,021

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,484,021

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,636

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

N/A

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

26.21% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

-----  
CUSIP No. 053332-10-2  
-----

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  
06-1456821

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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		395,815	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		395,815	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		25,531,636	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
		N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		26.21% (1)	
14	TYPE OF REPORTING PERSON		
		PN	

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

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CUSIP No. 053332-10-2  
-----

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 13-4095958	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		

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4	SOURCE OF FUNDS	
		WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[ ]
		N/A
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
		Delaware
	7	SOLE VOTING POWER
		1,521,365
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		1,521,365
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		25,531,636
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
		N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		26.21% (1)
14	TYPE OF REPORTING PERSON	
		CO

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

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

Acres Partners, L.P., a Delaware limited partnership  
06-1458694

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS

WC

-----

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

N/A

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

	7	SOLE VOTING POWER
		7,526,599
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		7,526,599
	10	SHARED DISPOSITIVE POWER
		0

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

25,531,636

-----

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

N/A

-----

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

26.21%(1)

-----

14 TYPE OF REPORTING PERSON

PN

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(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

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 CUSIP No. 053332-10-2  
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marion Partners, L.P., a Delaware limited partnership 06-1527654	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[ ]
	N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		224,840
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		224,840
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		25,531,636



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

N/A

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

26.21% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

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CUSIP No. 053332-10-2  
-----

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

Blue Macaw Partners, L.P., a Delaware limited  
partnership  
06-1573985

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

488,350

NUMBER OF  
SHARES  
BENEFICIALLY

8 SHARED VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH		0	
	9	SOLE DISPOSITIVE POWER	
		488,350	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		25,531,636	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[ ]
		N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
		26.21% (1)	
14	TYPE OF REPORTING PERSON		
		PN	

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

-----  
 CUSIP No. 053332-10-2  
 -----

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

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N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER

2,936

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,936

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,636

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

N/A

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

26.21%(1)

14 TYPE OF REPORTING PERSON

IN

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

CUSIP No. 053332-10-2

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

200GA, L.P., a Delaware limited partnership

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,215,581

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,215,581

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,531,636

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

N/A

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

26.21% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 97,397,851 shares of common stock issued and outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002.

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This Amendment No. 16 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D (as previously 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"), Acres Partners, L.P., a Delaware limited partnership ("Acres"), Marion Partners, L.P., a Delaware limited partnership ("Marion"), Blue Macaw Partners, L.P., a Delaware limited partnership ("Blue Macaw") and Edward S. Lampert, a U.S. citizen ("Mr. Lampert"), by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert and 200GA, L.P., a Delaware limited partnership ("200GA"), 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 previously filed with the Securities and Exchange Commission.

### ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended in its entirety as follows:

(a) The names of the persons filing this Amendment are ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., Blue Macaw Partners, L.P., Edward S. Lampert and 200GA, L.P.

(b) The principal business address of ESL, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert and 200GA is One Lafayette Place, Greenwich, CT 06830. The principal business address of Limited is Hemisphere House, 9 Church Street, Hamilton, Bermuda.

(c) This Amendment is filed on behalf of a group consisting of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert and 200GA. The general partner of ESL is RBS Partners, L.P. (the "General Partner"). The general partner of the General Partner is ESL Investments, Inc., a Delaware corporation ("Investments"). ESL Investment Management, LLC, a Delaware limited liability company ("ESLIM"), is the investment manager of Limited. 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 Acres, Marion, Blue Macaw and 200GA. In the aforementioned capacities, ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and 200GA each may be deemed to be the beneficial owner of the shares of AutoZone, Inc. common stock beneficially owned by the other members of the group. In the capacities described below, Mr. Lampert may be deemed the indirect beneficial owner of the AutoZone, Inc. common stock beneficially owned by the other members of the group.

The principal business of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw and 200GA 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. The principal business of RBSIM is serving as the investment manager of Institutional. Mr. Lampert's principal business

is serving as the Chairman, Chief Executive Officer and director of Investments

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and the managing member of ESLIM and RBSIM.

(d) and (e) During the past five years, none of the foregoing entities or 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.

(f) ESL, Institutional, Investors, Acres, Marion, Blue Macaw and 200GA are organized in Delaware. Limited is organized in Bermuda, and Mr. Lampert is a U.S. citizen.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby supplemented as follows:

200GA owns an aggregate of 2,215,581 Shares, which were contributed by ESL (1,666,855 Shares), Limited (501,269 Shares) and Institutional (47,457 Shares) in exchange for limited partnership interests in 200GA. Mr. Lampert, a director of the Issuer, owns an aggregate of 2,936 Shares, which he received directly from the Issuer pursuant to the Issuer's director compensation plan.

### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby supplemented as follows:

On December 31, 2002, ESL, Limited and Institutional each contributed Shares to 200GA in exchange for limited partnership interests in 200GA. 200GA is not included as a selling stockholder in the registration statement on Form S-3 filed by the Issuer on February 26, 2002. The Filing Persons intend to request that the Issuer add 200GA as a selling stockholder to such registration statement. At December 31, 2002, the Filing Persons owned 25,531,636 Shares, which represented 26.21% of the Shares outstanding as of December 12, 2002.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety as follows:

(a) In accordance with that certain Joint Filing Agreement, entered into by and among the Filing Persons, dated as of January 2, 2003, each of ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert and 200GA may be deemed to beneficially own 25,531,636 Shares (which is approximately 26.21% of the Shares outstanding as of December 12, 2002, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 23, 2002, filed with the SEC on December 20, 2002).

(b)

	Sole Voting Power	Shared Voting Power	Sole Dispositiv Power
	-----	-----	-----
ESL Partners, L.P.	10,672,129	0	10,672,
ESL Limited	2,484,021	0	2,484,
ESL Institutional Partners, L.P.	395,815	0	395,
ESL Investors, L.L.C.	1,521,365	0	1,521,

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Acres Partners, L.P.	7,526,599	0	7,526,
Marion Partners, L.P.	224,840	0	224,
Blue Macaw Partners, L. P.	488,350	0	488,
Edward S. Lampert	2,936	0	2,
200GA, L.P.	2,215,581	0	2,215,

(c) Since the most recent filing on Schedule 13D, there have been no transactions in the Shares by any of the Filing Persons, other than as provided herein and on Schedule A hereto.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended in its entirety as follows:

Other than as provided herein, there are no contracts, arrangements, understandings or relationships between ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert, 200GA 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 in its entirety as follows:

Exhibit 1. Joint Filing Agreement, dated as of January 2, 2003, entered into by and among ESL, Limited, Institutional, Investors, Acres, Marion, Blue Macaw, Mr. Lampert and 200GA.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

Date: January 2, 2003

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

ESL LIMITED

By: ESL Investment Management, LLC, its  
investment manager

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley

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Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general partner

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley  
Member

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

ACRES PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley  
President

MARION PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley  
President

BLUE MACAW PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley  
President

/s/ EDWARD S. LAMPERT

-----  
EDWARD S. LAMPERT



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200GA, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ WILLIAM C. CROWLEY

-----  
William C. Crowley  
President

SCHEDULE A

TRANSACTIONS IN THE SHARES IN THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING OF SCHEDULE 13D

IN THE PAST 60 DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL WERE AS FOLLOWS:

On December 31, 2002, ESL contributed 1,666,855 Shares to 200GA in exchange for limited partnership interests in 200GA.

IN THE PAST 60 DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY LIMITED WERE AS FOLLOWS:

On December 31, 2002, Limited contributed 501,269 Shares to 200GA in exchange for limited partnership interests in 200GA.

IN THE PAST 60 DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL WERE AS FOLLOWS:

On December 31, 2002, Institutional contributed 47,457 Shares to 200GA in exchange for limited partnership interests in 200GA.

IN THE PAST 60 DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY MR. LAMPERT WERE AS FOLLOWS:

Date Acquired	Price per Share	Shares Acquired
-----	-----	-----
12/02/02	\$81.63	89

IN THE PAST 60 DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY 200GA WERE AS FOLLOWS:

On December 31, 2002, 200GA received, as set forth above, an aggregate of 2,215,581 Shares from ESL, Limited and Institutional in exchange for limited partnership interests in 200GA.

INDEX TO EXHIBITS

Exhibit 1            Joint Filing Agreement, dated as of January 2, 2003, entered into by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., Acres Partners, L.P., Marion Partners, L.P., Blue Macaw Partners, L.P., Edward S. Lampert and 200GA, L.P.