

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

AUTONATION INC /FL  
Form SC 13D/A  
July 03, 2003

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

SCHEDULE 13D  
(AMENDMENT NO. 4) \*

Under the Securities Exchange Act of 1934

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)

June 30, 2003

-----  
(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.  
[X]

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. 05329W102  
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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  
 22-2875193  
 -----

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) 9  
  
 N/A  
 -----

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

|  |    |                          |            |
|--|----|--------------------------|------------|
|  | 7  | SOLE VOTING POWER        |            |
|  |    |                          | 39,999,984 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER      |            |
|  |    |                          | 0          |
|  | 9  | SOLE DISPOSITIVE POWER   |            |
|  |    |                          | 39,999,984 |
|  | 10 | SHARED DISPOSITIVE POWER |            |
|  |    |                          | 0          |

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 75,198,300  
 -----

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

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

26.7% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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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) [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) 9

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

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0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,198,300  
-----

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)

26.7% (1)  
-----

14 TYPE OF REPORTING PERSON

CO  
-----

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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-----  
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) 9

N/A  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

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|  |   |                          |            |
|--|---|--------------------------|------------|
|  | 7   | SOLE VOTING POWER        |            |
|  |   |                          | 1,443,026  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ] |                          |            |
|  |   |                          | N/A        |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                        |                          |            |
|  |   |                          | 26.7%(1)   |
| 14   | TYPE OF REPORTING PERSON  |                          |            |
|  |   |                          | PN         |

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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|   |   |         |   |
|---|---|---------|---|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |         |   |
|   |   |         | ESL Investors, L.L.C., a Delaware limited liability company<br>13-4095958 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                              | (a) [X] | (b) [ ]   |
| 3 | SEC USE ONLY  |         |   |
| 4 | SOURCE OF FUNDS   |         |   |
|   |   |         | WC  |

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-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2 (d) OR 2 (e) 9  
 N/A  
 -----

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

|  |    |                          |            |
|--|----|--------------------------|------------|
|  | 7  | SOLE VOTING POWER        |            |
|  |    |                          | 15,621,209 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER      |            |
|  |    |                          | 0          |
|  | 9  | SOLE DISPOSITIVE POWER   |            |
|  |    |                          | 15,621,209 |
|  | 10 | SHARED DISPOSITIVE POWER |            |
|  |    |                          | 0          |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 75,198,300  
 -----

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)  
 26.7%(1)  
 -----

14 TYPE OF REPORTING PERSON  
 OO  
 -----

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Courtesy Partners, L.P., a Delaware limited partnership  
 06-1633842  
 -----

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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

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  9

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,392,490

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,392,490

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,198,300

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)

26.7% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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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  
06-1526810

-----

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) 9

N/A

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

|  |    |                          |  |
|--|----|--------------------------|--|
|  | 7  | SOLE VOTING POWER        |  |
|  |    | 8,819,389                |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[ ]

N/A

-----

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

26.7%(1)

-----

14 TYPE OF REPORTING PERSON



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PN

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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

KP I Partners, L.P., a Delaware limited partnership  
86-1069224

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) 9

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|  |    |                          |           |
|--|----|--------------------------|-----------|
|  | 7  | SOLE VOTING POWER        |           |
|  |    |                          | 2,689,266 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 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

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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)  
26.7% (1)

14 TYPE OF REPORTING PERSON  
PN

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
KP II Partners, L.P., a Delaware limited partnership  
86-1069227

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) 9  
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|   |   |                     |         |
|---|---|---------------------|---------|
|   | 7 | SOLE VOTING POWER   |         |
|   |   |                     | 255,064 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH | 8 | SHARED VOTING POWER |         |
|   |   |                     | 0       |

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REPORTING PERSON WITH 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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
 N/A  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 26.7% (1)  
 -----  
 14 TYPE OF REPORTING PERSON  
 PN  
 -----

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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-----  
 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) 9  
 N/A  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 -----

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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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ] |                          |   |
|   | N/A   |                          |   |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                        |                          |   |
|   | 26.7% (1)   |                          |   |
| 14  | TYPE OF REPORTING PERSON  |                          |   |
|   | IN  |                          |   |

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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|   |   |         |         |
|---|---|---------|---------|
| 1 | NAME OF REPORTING PERSON                          |         |         |
|   | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |         |         |
|   | William C. Crowley                                |         |         |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) [X] | (b) [ ] |
| 3 | SEC USE ONLY                                      |         |         |
| 4 | SOURCE OF FUNDS                                   |         |         |

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-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e) 9

N/A

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
 7 SOLE VOTING POWER

0

NUMBER OF  
 SHARES -----  
 8 SHARED VOTING POWER

0

BENEFICIALLY  
 OWNED BY -----  
 EACH  
 9 SOLE DISPOSITIVE POWER

0

REPORTING  
 PERSON -----  
 WITH  
 10 SHARED DISPOSITIVE POWER

0

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,198,300

-----  
 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)

26.7%(1)

-----  
 14 TYPE OF REPORTING PERSON

IN

-----

(1) Based on a total of 281,339,794 Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003.

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 CUSIP No. 05329W102  
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This Amendment No. 4 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"), Edward

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S. Lampert ("Mr. Lampert") and William C. Crowley ("Mr. Crowley"), both U.S. citizens, by furnishing the information set forth below. ESL, Limited, Institutional, Investors, Courtesy, CBL, KP I Partners, L.P., a Delaware limited partnership ("KPI"), KP II Partners, L.P., a Delaware limited partnership ("KPII"), 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.

### 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, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert and Mr. Crowley.

(b) The principal business address of ESL, Institutional, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert and Mr. Crowley 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 a group consisting of ESL, Limited, Institutional, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert and Mr. Crowley. The general partner of ESL is RBS Partners, L.P., a Delaware limited partnership (the "General Partner"). The general partner of the General Partner of ESL is ESL Investments, Inc., a Delaware corporation ("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 and a member of ESLIM and RBSIM. 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, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert and Mr. Crowley each may be deemed to be the beneficial owner of the Shares beneficially owned by the other members of the group.

The principal business of ESL, Limited, Institutional, Investors, Courtesy, CBL, KPI and KPII 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 as 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.

(f) ESL, Institutional, Investors, Courtesy, CBL, KPI and KPII 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:

KPI owns an aggregate of 2,689,266 Shares, which were contributed by Limited in exchange for limited partnership interests in KPI. KPII owns an aggregate of 255,064 Shares, which were contributed by Limited in exchange for limited partnership interests in KPII.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby supplemented as follows:

On June 30, 2003, Limited contributed an aggregate of 2,944,330 Shares to KPI and KPII (collectively, the "KP Partnerships") in exchange for limited partnership interests in the KP Partnerships. At June 30, 2003, the Filing Persons owned 75,198,300 Shares, in the aggregate, which represented approximately 26.7% of the Shares outstanding as of April 25, 2003.

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 26.7% of the Shares outstanding on April 25, 2003, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003).

(b)

|                                  | Sole<br>Voting<br>Power<br>----- | Shared<br>Voting<br>Power<br>----- | Sole<br>Dispositive<br>Power<br>----- | Shared<br>Dispositive<br>Power<br>----- |
|----------------------------------|----------------------------------|------------------------------------|---------------------------------------|---|
| ESL Partners, L.P.               | 39,999,984                       | 0                                  | 39,999,984                            | 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 Investors, L.L.C.            | 15,621,209                       | 0                                  | 15,621,209                            | 0                                       |
| Courtesy Partners, L.P.          | 1,392,490                        | 0                                  | 1,392,490                             | 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                                       |
| Edward S. Lampert                | 0                                | 0                                  | 0                                     | 0                                       |
| William C. Crowley               | 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 on Schedule A hereto.

(d) Not applicable.

(e) Not applicable.

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CUSIP No. 05329W102  
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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, Investors, Courtesy, CBL, KPI, KPII, Mr. Lampert, Mr. Crowley 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 June 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., CBL Partners, L.P., Courtesy Partners, L.P., KP I Partners, L.P., KP II Partners, L.P., Edward S. Lampert and William C. Crowley.

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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: July 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

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William C. Crowley  
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its  
investment manager

By: /s/ William C. Crowley



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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 INVESTORS, L.L.C.

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

By: /s/ William C. Crowley

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William C. Crowley  
President and Chief Operating Officer

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CUSIP No. 05329W102  
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COURTESY PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

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William C. Crowley  
President and Chief Operating Officer

CBL PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

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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

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KP II PARTNERS, L.P.

By: ESL Investment Management, LLC, its general partner

By: /s/ William C. Crowley

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William C. Crowley  
Member

/s/ Edward S. Lampert

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Edward S. Lampert

/s/ William C. Crowley

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William C. Crowley

SCHEDULE A

TRANSACTIONS IN THE SHARES BY THE FILINGS PERSONS WITHIN  
THE PAST SIXTY DAYS

On June 30, 2003, Limited contributed an aggregate of 2,944,330 Shares to KPI and KPII in exchange for limited partnership interests in each of KPI and KPII.

On June 30, 2003, KPI received, as set forth above, 2,689,266 Shares from Limited in exchange for limited partnership interests in KPI.

On June 30, 2003, KPII received, as set forth above, 255,064 Shares from Limited in exchange for limited partnership interests in KPII.

EXHIBITS

Exhibit 1      Joint Filing Agreement, dated as of June 30, 2003, by and among ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P., ESL Investors, L.L.C., CBL Partners, L.P., Courtesy Partners, L.P., KP I Partners, L.P., KP II Partners, L.P., Edward S. Lampert and William C. Crowley

EXHIBIT 1

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D (including amendments thereto) with regard to the common stock of AutoNation, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of June 30, 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

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William C. Crowley  
President and Chief Operating Officer

ESL LIMITED

By: ESL Investment Management, LLC, its  
investment manager

By: /s/ William C. Crowley

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William C. Crowley  
Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC, its general  
partner

By: /s/ William C. Crowley

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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 and Chief Operating Officer

COURTESY PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

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William C. Crowley  
President and Chief Operating Officer

CBL PARTNERS, L.P.

By: ESL Investments, Inc., its general partner

By: /s/ William C. Crowley

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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

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William C. Crowley  
Member

/s/ Edward S. Lampert

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Edward S. Lampert

/s/ William C. Crowley

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William C. Crowley