

AUTONATION, INC.
Form SC 13D/A
February 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 37) *

AutoNation, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

05329W102

(CUSIP Number)

Janice V. Sharry, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

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

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February 19, 2013

(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. 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, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 05329W102

1. Names of Reporting Persons.

ESL Partners, L.P.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **22,251,306**
8. Shared Voting Power

Beneficially

Owned by **0**
Each 9. Sole Dispositive Power

Reporting

Person **22,251,306**
With 10. Shared Dispositive Power

18,570,383

11. Aggregate Amount Beneficially Owned by Each Reporting Person

40,821,689

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

33.7% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

SPE II Partners, LP

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **1,833,384**

8. Shared Voting Power

Beneficially

Owned by **0**
Each 9. Sole Dispositive Power

Reporting
Person **1,833,384**
With 10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,833,384

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

1.5% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

SPE Master II, LP

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **2,357,832**

8. Shared Voting Power

Beneficially

Owned by **0**
Each 9. Sole Dispositive Power

Reporting
Person **2,357,832**
With 10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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2,357,832

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

1.9% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

RBS Partners, L.P.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **26,442,522**
8. Shared Voting Power

Beneficially

Owned by **0**
Each 9. Sole Dispositive Power

Reporting

Person **26,442,522**
With 10. Shared Dispositive Power

18,570,383

11. Aggregate Amount Beneficially Owned by Each Reporting Person

45,012,905

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

37.2% (1)

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 05329W102

1. Names of Reporting Persons.

ESL Institutional Partners, L.P.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **6,417**

8. Shared Voting Power

Beneficially

Owned by **0**
Each

9. Sole Dispositive Power

Reporting

Person **6,417**
With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,417

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

0.0% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

RBS Investment Management, L.L.C.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

6,417

Shares

8. Shared Voting Power

Beneficially

Owned by

0

9. Sole Dispositive Power

Each

Reporting

6,417

Person
With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,417

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

0.0% (1)

14. Type of Reporting Person (See Instructions)

OO

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

CBL Partners, L.P.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **4,995,402**

8. Shared Voting Power

Beneficially

Owned by **0**
Each

9. Sole Dispositive Power

Reporting

Person **4,995,402**
With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,995,402

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

4.1% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

ESL Investments, Inc.

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

(a) (b)

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)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of
Shares **31,444,341**

8. Shared Voting Power

Beneficially

Owned by **0**
Each

9. Sole Dispositive Power

Reporting

Person **31,444,341**
With

10. Shared Dispositive Power

18,570,383

11. Aggregate Amount Beneficially Owned by Each Reporting Person

50,014,724

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

41.3% (1)

14. Type of Reporting Person (See Instructions)

CO

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

CUSIP No. 05329W102

1. Names of Reporting Persons.

Edward S. Lampert

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

(a) (b)

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)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of
Shares **50,014,724**

8. Shared Voting Power

Beneficially

Owned by **0**
Each

9. Sole Dispositive Power

Reporting

Person **31,444,341**
With

10. Shared Dispositive Power

18,570,383

11. Aggregate Amount Beneficially Owned by Each Reporting Person

50,014,724

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

41.3% (1)

14. Type of Reporting Person (See Instructions)

IN

(1) Based upon 120,986,987 shares of common stock outstanding as of February 11, 2013, as disclosed in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 that was filed by the Issuer with the Securities and Exchange Commission on February 15, 2013.

This Amendment No. 37 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the Shares), of AutoNation, Inc., a Delaware corporation (the Issuer). This Amendment amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership, ESL Investors, L.L.C., a Delaware limited liability company, SPE II Partners, LP, a Delaware limited partnership, SPE Master II, LP, a Delaware limited partnership, RBS Partners, L.P., a Delaware limited partnership, ESL Institutional Partners, L.P., a Delaware limited partnership, RBS Investment Management, L.L.C., a Delaware limited liability company, CBL Partners, L.P., a Delaware limited partnership, ESL Investments, Inc., a Delaware corporation, and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Except as otherwise specified in this Amendment, 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 previously amended, filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment to (i) report a distribution of Shares by ESL Investors, L.L.C. to its sole investment member and (ii) remove ESL Investors, L.L.C. as a Filing Person.

Item 2. Identity and Background.

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

(a) This Schedule 13D is being filed by ESL Partners, L.P., a Delaware limited partnership (ESL), SPE II Partners, LP, a Delaware limited partnership (SPE II), SPE Master II, LP, a Delaware limited partnership (SPE Master II), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), CBL Partners, L.P., a Delaware limited partnership (CBL), ESL Investments, Inc., a Delaware corporation (Investments), and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. ESL, SPE II, SPE Master II, RBS, Institutional, RBSIM, CBL, Investments and Mr. Lampert are collectively defined as the Filing Persons.

Attached as Annex A hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of Investments (the ESL Director and Officer). Other than the ESL Director and Officer, there are no persons or corporations controlling or ultimately in control of Investments.

(b) The principal place of business of each of the Filing Persons is 1170 Kane Concourse, Suite 200, Bay Harbor, Florida 33154.

(c) The principal business of each of the Filing Persons is purchasing, holding and selling securities for investment purposes. RBS is the general partner of ESL, SPE II and SPE Master II. RBSIM is the general partner of Institutional. Investments is the general partner of RBS, the general partner of CBL and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of Investments. Each of the Filing Persons may also serve as general partner or managing member of certain other entities engaged in the purchasing, holding and selling of securities for investment purposes.

(d)-(e) During the last five years, none of the Filing Persons have 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 2(e) of Schedule 13D.

(f) ESL, SPE II, SPE Master II, RBS, Institutional, RBSIM, CBL and Investments are organized under the laws of the State of Delaware. Mr. Lampert is a United States citizen.

Item 5. Interest in Securities of the Issuer.

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

(a)-(b) Each Filing Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

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Each Filing Person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Filing Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

As of February 21, 2013, the Filing Persons may be deemed to beneficially own the Shares set forth in the table below.

FILING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	40,821,689(1)	33.7%	22,251,306	0	22,251,306	18,570,383(1)
SPE II Partners, LP	1,833,384	1.5%	1,833,384	0	1,833,384	0
SPE Master II, LP	2,357,832	1.9%	2,357,832	0	2,357,832	0
RBS Partners, L.P.	45,012,905(1)(2)	37.2%	26,442,522(2)	0	26,442,522(2)	18,570,383(1)
ESL Institutional Partners, L.P.	6,417	0.0%	6,417	0	6,417	0
RBS Investment Management, L.L.C.	6,417(3)	0.0%	6,417(3)	0	6,417(3)	0
CBL Partners, L.P.	4,995,402	4.1%	4,995,402	0	4,995,402	0
ESL Investments, Inc.	50,014,724(1)(4)	41.3%	31,444,341(4)	0	31,444,341(4)	18,570,383(1)
Edward S. Lampert	50,014,724(1)(5)	41.3%	50,014,724(1)(5)	0	31,444,341(5)	18,570,383(1)

- (1) This number includes 18,570,383 Shares held by Mr. Lampert. ESL has entered into a Lock-Up Agreement with Mr. Lampert that restricts the purchase and sale of securities owned by Mr. Lampert. Pursuant to the Lock-Up Agreement, ESL may be deemed to have shared dispositive power over, and to indirectly beneficially own, securities owned by Mr. Lampert. RBS, Investments and Mr. Lampert may also be deemed to have shared dispositive power over, and to indirectly beneficially own, such securities.
- (2) This number includes 22,251,306 Shares held by ESL, 1,833,384 Shares held by SPE II and 2,357,832 Shares held by SPE Master II. RBS is the general partner of, and may be deemed to indirectly beneficially own securities owned by, ESL, SPE II and SPE Master II.
- (3) This number includes 6,417 Shares held by Institutional. RBSIM is the general partner of, and may be deemed to indirectly beneficially own securities owned by, Institutional.
- (4) This number includes 22,251,306 Shares held by ESL, 1,833,384 Shares held by SPE II, 2,357,832 Shares held by SPE Master II, 6,417 Shares held by Institutional and 4,995,402 Shares held by CBL. Investments is the general partner of, and may be deemed to indirectly beneficially own securities owned by, RBS and CBL. Investments is the manager of, and may be deemed to indirectly beneficially own securities owned by, RBSIM.
- (5) This number includes 22,251,306 Shares held by ESL, 1,833,384 Shares held by SPE II, 2,357,832 Shares held by SPE Master II, 6,417 Shares held by Institutional, and 4,995,402 Shares held by CBL. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to indirectly beneficially own securities owned by, Investments.

(c) Other than as set forth on Annex B hereto, there have been no transactions in the class of securities reported on that were effected by the Filing Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.

(d) Not applicable.

(e) ESL Investors, L.L.C. no longer beneficially owns any Shares and ceased to be a Filing Person effective February 19, 2013.

Item 7. Material to be Filed as Exhibits.

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

The following exhibits are filed as exhibits hereto:

Exhibit	Description of Exhibit
99.1	Tender Offer Letter Agreement, dated March 6, 2006, from ESL Investments, Inc. to AutoNation, Inc. (incorporated by reference to Exhibit 2 to the Amendment to Schedule 13D filed on March 7, 2006).
99.2	Letter Agreement, dated as of January 28, 2009, by and among AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc. and ESL Investments, Inc. and certain investment affiliates of ESL Investments, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by AutoNation Inc. with the Securities and Exchange Commission on January 29, 2009).
99.3	Letter Agreement, dated as of January 28, 2009, by and among AutoNation, Inc., American Honda Motor Co., Inc. and ESL Investments, Inc. (on behalf of itself and its affiliates) (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by AutoNation Inc. with the Securities and Exchange Commission on January 29, 2009).
99.4	Letter Agreement, dated as of January 28, 2009, by and between AutoNation, Inc. and ESL Investments, Inc. (on behalf of itself and its affiliates) (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by AutoNation Inc. with the Securities and Exchange Commission on January 29, 2009).
99.5	Amendment, dated November 23, 2009, to the Letter Agreement, dated as of January 28, 2009, by and among AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc. and ESL Investments, Inc. and certain investment affiliates of ESL Investments, Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by AutoNation, Inc. with the Securities and Exchange Commission on November 23, 2009).
99.6	Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert (incorporated by reference to Exhibit 7 to the Amendment to Schedule 13D filed on June 2, 2010).
99.7	Second Extension Agreement, dated December 16, 2010, among AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc. and ESL Investments, Inc. and certain investment affiliates of ESL Investments, Inc. (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by AutoNation, Inc. with the Securities and Exchange Commission on December 17, 2010).
99.9	Joint Filing Agreement (filed herewith).

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: February 21, 2013

ESL PARTNERS, L.P.

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

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

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

SPE II PARTNERS, LP

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

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

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

SPE MASTER II, LP

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

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

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

RBS PARTNERS, L.P.

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

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

CBL PARTNERS, L.P.

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

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

ESL INVESTMENTS, INC.

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

EDWARD S. LAMPERT

By: /s/ Edward S. Lampert

EXHIBIT INDEX

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99.3	Letter Agreement, dated as of January 28, 2009, by and among AutoNation, Inc., American Honda Motor Co., Inc. and ESL Investments, Inc. (on behalf of itself and its affiliates) (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by AutoNation Inc. with the Securities and Exchange Commission on January 29, 2009).
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99.9	Joint Filing Agreement (filed herewith).