SYSTEMAX INC Form SC 13G/A February 14, 2001

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13G (Rule 13d-102)

## INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

# RULES 13d-1(b)(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 5)<sup>1</sup>

#### SYSTEMAX INC.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

871851 10 1

(CUSIP Number)

#### **December 31, 2000**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | Rule 13d-1(b)

|\_| Rule 13d-1(c)

|X| Rule 13d-1(d)

<sup>1</sup> 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 the disclosures provided in a prior cover page.

The information required in 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*).

## SCHEDULE 13G

SIP No.: 871851 10 1		Page 2 of 33P	ages
1 NAME OF REPO S.S. OR I.R.S. ID		RSON TION NO. OF ABOVE PERSON (ENTITIE	ES ONLY)
Richard Leeds			
2 CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [ (b) [X
3 SEC USE ONLY			
4 CITIZENSHIP O	R PLACE O	F ORGANIZATION	
United States			
NUMBER OF SHARES	5	SOLE VOTING POWER	8,498,524
BENEFICIALLY	6	SHARED VOTING POWER	1,937,212
OWNED BY EACH REPORTING	7	SOLE DISPOSITIVE POWER	8,498,524
PERSON WITH	8	SHARED DISPOSITIVE POWER	1,937,12
9 AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
10,435,736			

[ ]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	30.60%							
12	TYPE OF REPORTING PERSON*							
	IN							
	*SEE INSTRUCTIONS BEFORE FILLING OUT!							
	SCHEDULE 13G							
CUSIP No	o.: 871851 10 1 Page 3 of 33 Pages							
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)							
	Robert Leeds							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]						
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States							

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	MBER OF ARES	5	SOLE VOTING POWER	6,654,943
BEI	NEFICIALLY	6	SHARED VOTING POWER	2,037,212
EA		7	SOLE DISPOSITIVE POWER	6,654,943
	PORTING RSON WITH	8	SHARED DISPOSITIVE POWER	2,037,212
9	AGGREGATE A 8,692,155	MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
				[ ]
11	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW (9)	
	25.49%			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

12

IN

TYPE OF REPORTING PERSON\*

#### **SCHEDULE 13G**

CUSID No · 871851 10 1	Page A of 33 Pages
CUSIP No.: 871851 10 1	Page 4 of 33 Pages

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

## **Bruce Leeds**

2 CHECK T	HE APPROPRIAT	TE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3 SEC USE	ONLY		
4 CITIZENS	SHIP OR PLACE (	OF ORGANIZATION	
United Sta	ates		
NUMBER OF SHARES	5	SOLE VOTING POWER	6,654,941
BENEFICIALLY OWNED BY	Y 6	SHARED VOTING POWER	2,037,212
EACH	7	SOLE DISPOSITIVE POWER	6,654,941
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	2,037,212
9 AGGREG	ATE AMOUNT B	ENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
8,692,153			
10 CHECK B	OX IF THE AGG	REGATE AMOUNT IN ROW (9) EXCLUI	DES CERTAIN SHARES*
			[ ]
11 PERCENT	OF CLASS REPI	RESENTED BY AMOUNT IN ROW (9)	
25.49%			
12 TYPE OF	REPORTING PER	RSON*	
IN			

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#### **SCHEDULE 13G**

IP N	To.: 871851 10 1		Page 5 of 33	Pages	
1	NAME OF REPO S.S. OR I.R.S. ID Michael Leeds		RSON TION NO. OF ABOVE PERSON (ENTIT	IES ONLY)	
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [X]
3	SEC USE ONLY				
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION		
	<b>United States</b>				
	MBER OF	5	SOLE VOTING POWER	-0-	
BE	ARES NEFICIALLY	6	SHARED VOTING POWER	-0-	
	/NED BY CH	7	SOLE DISPOSITIVE POWER	-0-	
	PORTING		SHARED DISPOSITIVE POWER		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

10	CHECK BOX IF TH	E AGGREGATE AMOUNT I	N ROW (9) EXCLUDES CER	TAIN SHARES*
				[ ]
11	PERCENT OF CLAS	SS REPRESENTED BY AMO	UNT IN ROW (9)	
	0%			
12	TYPE OF REPORTI	NG PERSON*		
	IN			
		*SEE INSTRUCTIONS BEF	ORE FILLING OUT!	
		SCHEDULE	13G	
USIP N	o.: 871851 10 1		Page 6 of 33 Pages	
OSH IV	5 071051 10 1		r age 0 or 33 r ages	
	NAME OF DEPON	Why a reprove		
1	NAME OF REPORT S.S. OR I.R.S. IDEN	TIFICATION NO. OF ABOV	E PERSON (ENTITIES ONLY	Y)
	Generations Partne	rs, L.P.		
	11-3296824			
2	CHECK THE APPR	OPRIATE BOX IF A MEMBI	ER OF A GROUP	
				(a) [ ] (b) [X]
				(0) [A]
3	SEC USE ONLY			

#### 4 CITIZENSHIP OR PLACE OF ORGANIZATION

#### **Delaware**

NUI	MBER OF	5	SOLE VOTING POWER	1,844,083
	ARES	_	OUA DED MOTING DOWER	0
	NEFICIALLY NED BY	6	SHARED VOTING POWER	-0-
EAC	CH	7	SOLE DISPOSITIVE POWER	1,844,083
	PORTING RSON WITH	8	SHARED DISPOSITIVE POWER	-0-
FER	ZON WIITI	o	SHARED DISPOSITIVE FOWER	-0-
9	AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
	1,844,083			
10	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
				[ ]
11	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW (9)	
	5.41%			
		TENIA DED	SON*	
12	TYPE OF REPO	KTING PER	SOIN	

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No.: 871851 10 1	Page 7 of 33 Pages

	OF REPORTING PE I.R.S. IDENTIFICA	RSON TION NO. OF ABOVE PERSON (ENTITII	ES ONLY)
Paul Le	eds		
2 CHECK	THE APPROPRIAT	TE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3 SEC US	E ONLY		
4 CITIZEI	ISHIP OR PLACE (	OF ORGANIZATION	
United S	tates		
NUMBER OF	5	SOLE VOTING POWER	231,327
SHARES BENEFICIAL	LY 6	SHARED VOTING POWER	0
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	231,327
REPORTING PERSON WIT	Н 8	SHARED DISPOSITIVE POWER	0
) AGGRE	GATE AMOUNT B	ENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
231,327			
0 CHECK	BOX IF THE AGGI	REGATE AMOUNT IN ROW (9) EXCLUI	DES CERTAIN SHARES*
			[X]
1 PERCEN	T OF CLASS REPI	RESENTED BY AMOUNT IN ROW (9)	

IN

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP N	o.: 871851 10 1		Page 8 of	33 Pages	
1	NAME OF REPOS.S. OR I.R.S. ID		SON ION NO. OF ABOVE PERSON (ENT	ITIES ONLY)	
	Carol Leeds				
2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [X]
3	SEC USE ONLY				
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION		
	United States				
	MBER OF ARES	5	SOLE VOTING POWER	10,000	
BE	NEFICIALLY /NED BY	6	SHARED VOTING POWER	-0-	
EA	СН	7	SOLE DISPOSITIVE POWER	10,000	
	REPORTING PERSON WITH		SHARED DISPOSITIVE POWER	R <b>-0-</b>	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	10,000					
10	CHECK BOX IF THE AG	REGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
		[ ]				
11	PERCENT OF CLASS RE	RESENTED BY AMOUNT IN ROW (9)				
	0.02%					
12	TYPE OF REPORTING PL	RSON*				
	IN					
	*SEE	NSTRUCTIONS BEFORE FILLING OUT!				
		SCHEDULE 13G				
CUSIP No	.: 871851 10 1	Page 9 of 33 Pages				
1	NAME OF REPORTING I S.S. OR I.R.S. IDENTIFIC	RSON TION NO. OF ABOVE PERSON (ENTITIES ONLY)				
	Nancy Leeds Bunt					

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) [ ] (b) [X]

3	SEC USE ONLY	•		
4	CITIZENSHIP C	OR PLACE OF	ORGANIZATION	
	MBER OF	5	SOLE VOTING POWER	466,812
BEN	ARES NEFICIALLY	6	SHARED VOTING POWER	3,200
EAG	NED BY CH PORTING	7	SOLE DISPOSITIVE POWER	466,812
	RSON WITH	8	SHARED DISPOSITIVE POWER	3,200
9	AGGREGATE A 470,012	AMOUNT BEN	IEFICIALLY OWNED BY EACH REPO	RTING PERSON
10	CHECK BOX IF	THE AGGRE	GATE AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*
				[ ]
11	PERCENT OF C	LASS REPRE	SENTED BY AMOUNT IN ROW (9)	
	1.38%			
12	TYPE OF REPO	RTING PERSO	ON*	
	IN			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

11 11	o.: 871851 10 1		Page 10 of 33	rages
1	NAME OF REPO		RSON TION NO. OF ABOVE PERSON (ENTITIE	ES ONLY)
	Michele Rosenbo	erg		
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION	
	United States			
	MBER OF ARES	5	SOLE VOTING POWER	2,000
BE	NEFICIALLY NED BY	6	SHARED VOTING POWER	2,273,118
EA	СН	7	SOLE DISPOSITIVE POWER	2,000
	PORTING RSON WITH	8	SHARED DISPOSITIVE POWER	2,273,118
9	AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
	2,275,118			
.0	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
				[ ]

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

	6.67%
12	TYPE OF REPORTING PERSON*
	IN

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No	o.: 871851 10 1		Page 11 of 33 Pages	
1	The Richard Leeds Irr	FICATION NO. OF ABOVE PERS	ON (ENTITIES ONLY)	
2	13-7039966  CHECK THE APPROP	RIATE BOX IF A MEMBER OF A	A GROUP	(a) [ ]
				(a) [ ] (b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA  New York	CE OF ORGANIZATION		

		Edgar Fil	ing: SYSTEMAX INC - Form SC 13G/	A
	MBER OF	5	SOLE VOTING POWER	438,557
BEN	ARES VEFICIALLY	6	SHARED VOTING POWER	-0-
OW: EAC	NED BY CH	7	SOLE DISPOSITIVE POWER	438,557
	ORTING SON WITH	8	SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE 438,557	AMOUNT BEI	NEFICIALLY OWNED BY EACH REP	ORTING PERSON
10	CHECK BOX I	F THE AGGRI	EGATE AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES*
				[ ]
11	PERCENT OF	CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)	
	1.28%			
-				
12	TYPE OF REPO	ORTING PERS	ON*	
	00			
		*SEE INS	STRUCTIONS BEFORE FILLING OUT	!
			SCHEDULE 13G	

CUSIP No.: 871851 10 1	L	Page 12 of 33 Pages

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

## The Robert Leeds Irrevocable Trust 13-7045037

2 CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [X]
3 SEC USE ON	LY			
4 CITIZENSHII New York	P OR PLACE O	F ORGANIZATION		
NUMBER OF SHARES	5	SOLE VOTING POWER	438,557	
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	-0-	
EACH	7	SOLE DISPOSITIVE POWER	438,557	
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-	
9 AGGREGATI 438,557	E AMOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSO	ON
10 CHECK BOX	IF THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN	SHARES*
				[ ]
11 PERCENT OF	F CLASS REPR	ESENTED BY AMOUNT IN ROW (9)		
1.28%				
12 TYPE OF RE	PORTING PER	SON*		
00				

## Edgar Filing: SYSTEMAX INC - Form SC 13G/A \*SEE INSTRUCTIONS BEFORE FILLING OUT!

#### **SCHEDULE 13G**

	o.: 871851 10 1		Page 13 c	of 33 Pages	
1	NAME OF REPO	ORTING PE	RSON		
	S.S. OR I.R.S. ID	ENTIFICAT	TION NO. OF ABOVE PERSON (ENT	TITIES ONLY)	
	The Bruce Leeds 13-7039904	s Irrevocabl	e Trust		
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUF	)	
					(a) [ ] (b) [X]
3	SEC USE ONLY				
4	CITIZENSHIP O	R PLACE O	F ORGANIZATION		
	New York				
	MBER OF ARES	5	SOLE VOTING POWER	438,557	
	NEFICIALLY NED BY	6	SHARED VOTING POWER	-0-	
		7	SOLE DISPOSITIVE POWER	438,557	
OW EA	PORTING				

438,557

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN					
				[ ]		
11	PERCENT OF CLAS	SS REPRESENTED BY AMO	OUNT IN ROW (9)			
	1.28%					
12	TYPE OF REPORTI	NG PERSON*				
	00					
		*SEE INSTRUCTIONS BEI	ORE FILLING OUT!			
		SCHEDUL	E 13G			
USIP N	Jo.: 871851 10 1		Page 14 of 33 Pages			
1	NAME OF REPORT	 'ING PERSON				
-			'E PERSON (ENTITIES ONI	LY)		
	The David Leeds G 11-6386642	rantor Trust				
2	CHECK THE APPR	OPRIATE BOX IF A MEMB	ER OF A GROUP			
				(a) [ ] (b) [X]		
				(-) []		

3

SEC USE ONLY

4 CITIZENSHIP O	R PLACE O	F ORGANIZATION	
New York			
NUMBER OF SHARES	5	SOLE VOTING POWER	231,327
BENEFICIALLY	6	SHARED VOTING POWER	-0-
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	231,327
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-
TERSON WITH	O	SHARED DISTOSHIVE TOWER	-0-
9 AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
231,327			
231,327			
10 CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
			[ ]
			L J
11 PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW (9)	
0.68%			
12 TYPE OF REPO	RTING PERS	SON*	
00			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON S.S. OR LR.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) The 1997 Richard Leeds Grantor Retained Annuity Trust 13-7110411  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION New York  NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-  10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	IP No.: 8718	851 10 1		Page 15 of 33	Pages	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  The 1997 Richard Leeds Grantor Retained Annuity Trust 13-7110411  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  New York  NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  New York  NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-				E PERSON (ENTITIE	ES ONLY)	
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION  New York  NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-			ds Grantor Retained Ann	uity Trust		
4 CITIZENSHIP OR PLACE OF ORGANIZATION  New York  NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  -0-	2 CHE	CK THE APPROF	PRIATE BOX IF A MEMB	ER OF A GROUP		(a) [ ] (b) [X]
NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	3 SEC	USE ONLY				
NUMBER OF 5 SOLE VOTING POWER -0- SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-			ACE OF ORGANIZATION			
SHARES BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	New	York				
BENEFICIALLY 6 SHARED VOTING POWER -0- OWNED BY EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		OF	5 SOLE VOTING	G POWER	-0-	
EACH 7 SOLE DISPOSITIVE POWER -0- REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	BENEFICI		6 SHARED VOT	ING POWER	-0-	
PERSON WITH 8 SHARED DISPOSITIVE POWER -0-  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	EACH		7 SOLE DISPOS	ITIVE POWER	-0-	
-0-			8 SHARED DISE	POSITIVE POWER	-0-	
	9 AGG	REGATE AMOU	NT BENEFICIALLY OWN	NED BY EACH REPO	ORTING PERSON	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	-0-					
	10 CHE	CK BOX IF THE	AGGREGATE AMOUNT	IN ROW (9) EXCLUI	DES CERTAIN SE	IARES*
						[ ]
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	11 PERO	CENT OF CLASS	REPRESENTED BY AMO	OUNT IN ROW (9)		

12	TYPE OF REPORTING PERSON	[*
	00	
	*SEE INSTE	RUCTIONS BEFORE FILLING OUT!
		SCHEDULE 13G

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**The 1997 Robert Leeds Grantor Retained Annuity Trust 13-7110412** 

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [X]

- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

**New York** 

NUMBER OF 5 SOLE VOTING POWER -0-SHARES
BENEFICIALLY 6 SHARED VOTING POWER -0-OWNED BY

		Edgar Fil	ing: SYSTEMAX INC - Form SC 13G/A	
EACH REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER	-0-
		8	SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
	-0-			
10	CHECK BOX I	F THE AGGRI	EGATE AMOUNT IN ROW (9) EXCLUD	ES CERTAIN SHARES*
				[ ]
11	PERCENT OF	CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)	
	0.0%			
12	TYPE OF REPO	ORTING PERS	ON*	
	00			
		*SEE IN	STRUCTIONS BEFORE FILLING OUT!	
			SCHEDULE 13G	
CUSIP No	o.: 871851 10 1		Page 17 of 33	Pages
	NAME OF THE	ODTING DES		
1	NAME OF REF	OKTING PER	SON	

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The 1997 Bruce Leeds Grantor Retained Annuity Trust

13-7110407

22

2 CHECK	THE APPROPRIATI	E BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [X]
3 SEC USE	E ONLY			
4 CITIZEN	SHIP OR PLACE O	F ORGANIZATION		
New Yor	k			
NUMBER OF SHARES	5	SOLE VOTING POWER	-0-	
BENEFICIALI OWNED BY	LY 6	SHARED VOTING POWER	-0-	
EACH	7	SOLE DISPOSITIVE POWER	-0-	
REPORTING PERSON WIT	Н 8	SHARED DISPOSITIVE POWER	-0-	
9 AGGREO	GATE AMOUNT BE	NEFICIALLY OWNED BY EACH REPO	ORTING PERSO	ON
-0-				
10 CHECK	BOX IF THE AGGR	EGATE AMOUNT IN ROW (9) EXCLU	DES CERTAIN	SHARES*
				[ ]
11 PERCEN	T OF CLASS REPR	ESENTED BY AMOUNT IN ROW (9)		
0.0%				
12 TYPE OF	F REPORTING PERS	SON*		
00				

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

	F REPORTING PE R.S. IDENTIFICA	RSON TION NO. OF ABOVE PERSON (ENTITII	ES ONLY)
The 1997 13-711358		rantor Retained Annuity Trust	
2 CHECK T	THE APPROPRIAT	TE BOX IF A MEMBER OF A GROUP	
			(a) [ (b) [X
3 SEC USE	ONLY		
4 CITIZENS	SHIP OR PLACE (	OF ORGANIZATION	
New York	ζ		
NUMBER OF SHARES	5	SOLE VOTING POWER	269,149
BENEFICIALL OWNED BY	Y 6	SHARED VOTING POWER	-0-
EACH	7	SOLE DISPOSITIVE POWER	269,149
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-
TERSON WITH			

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.79%
12	TYPE OF REPORTING PERSON*
	00

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No.: 871851 10 1		Page 19 of 33 Pages	
1	NAME OF REPORTII S.S. OR I.R.S. IDENT	NG PERSON IFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	The 1997 Robert Lee 13-7113590	ds Grantor Retained Annuity Trust II	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	New York		

SH	MBER OF ARES	5	SOLE VOTING POWER	269,149		
	NEFICIALLY VNED BY	6	SHARED VOTING POWER	-0-		
	CH PORTING	7	SOLE DISPOSITIVE POWER	269,149		
	RSON WITH	8	SHARED DISPOSITIVE POWER	-0-		
9	AGGREGATE A	MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON		
	269,149					
0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
				[ ]		
1	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW (9)			
	0.79%					
	TYPE OF REPO	RTING PER	SON*			
12						

## \*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No.: 871851 10 1	Page 20 of 33 Pages

NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The 1997 Bruce Leeds Grantor Retained Annuity Trust II 13-7113588

10 /110000			
2 CHECK THE A	PPROPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3 SEC USE ONLY	Ϋ́		
4 CITIZENSHIP (	OR PLACE O	F ORGANIZATION	
New York			
NUMBER OF SHARES	5	SOLE VOTING POWER	269,149
BENEFICIALLY	6	SHARED VOTING POWER	-0-
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	269,149
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-
9 AGGREGATE A	AMOUNT BE	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
269,149			
0 CHECK BOX II	THE AGGR	EEGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
			[ ]
11 PERCENT OF C	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)	
0.79%			
14 TWDE OF DEDO	ORTING PER	SON*	
12 TYPE OF REPO	Term to I Ere		

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

USIP No.: 8	871851 10 1		Page	21 of 33 Pages	
	AME OF REPO		RSON TION NO. OF ABOVE PERSON (	ENTITIES ONLY)	
	GML Partners, I 3-3983149	<b>P.</b>			
2 C	HECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GRO	OUP	(a) [ ] (b) [X]
3 S	EC USE ONLY				
	ETTIZENSHIP OI	R PLACE O	F ORGANIZATION		
NUMB SHARI		5	SOLE VOTING POWER	235,850	
	FICIALLY	6	SHARED VOTING POWER	-0-	
EACH REPOR		7	SOLE DISPOSITIVE POWE	ER <b>235,850</b>	
	N WITH	8	SHARED DISPOSITIVE PO	WER -0-	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	235,850				
10	CHECK BOX IF THE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES CERTAIN SHARES*	:		
		[ ]			
11	PERCENT OF CLASS REPRESENTED BY AMO	OUNT IN ROW (9)			
	0.69%				
12	TYPE OF REPORTING PERSON*				
	PN				
	SCHEDUL	E 13G			
CUSIP N	No.: 871851 10 1	Page 22 of 33 Pages			
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOV The Richard Leeds Family Irrevocable Trust 13-7084941	/E PERSON (ENTITIES ONLY)			
2	CHECK THE APPROPRIATE BOX IF A MEMB	ER OF A GROUP (a) [ ] (b) [X]			

3	SEC	USE	ONI	Y

		OF ORGANIZATION	
New York			
NUMBER OF	5	SOLE VOTING POWER	50,000
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	-0-
EACH REPORTING	7	SOLE DISPOSITIVE POWER	50,000
PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-
9 AGGREGATE A <b>50,000</b>	MOUNT BI	ENEFICIALLY OWNED BY EACH REPO	RTING PERSON
50,000		ENEFICIALLY OWNED BY EACH REPO	
50,000			
<b>50,000</b> 10 CHECK BOX IF	THE AGGR		DES CERTAIN SHARES*
<b>50,000</b> 10 CHECK BOX IF	THE AGGR	REGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*
50,000  10 CHECK BOX IF  11 PERCENT OF C	THE AGGR	REGATE AMOUNT IN ROW (9) EXCLUD RESENTED BY AMOUNT IN ROW (9)	DES CERTAIN SHARES*

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

	JSIP No.: 871851 10 1		Page 23 of 33	rages
1	NAME OF REPO		RSON TION NO. OF ABOVE PERSON (ENTITIE	ES ONLY)
	The Robert Leed 13-7083942	ls Family Ir	revocable Trust	
2	CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP O New York	R PLACE O	F ORGANIZATION	
	MBER OF ARES	5	SOLE VOTING POWER	50,000
BE	ARES NEFICIALLY /NED BY	6	SHARED VOTING POWER	-0-
EA	CH PORTING	7	SOLE DISPOSITIVE POWER	50,000
R F	RSON WITH	8	SHARED DISPOSITIVE POWER	-0-
		MOUNT BE	ENEFICIALLY OWNED BY EACH REPO	PRTING PERSON
	AGGREGATE A			
PE	AGGREGATE A 50,000			
PE	50,000	THE AGGR	EGATE AMOUNT IN ROW (9) EXCLUD	DES CERTAIN SHARES*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.15%
12	TYPE OF REPORTING PERSON*
	00
	*GDE DYGEDYGENONG DEFONE EWY DYG OVER
	*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No	o.: 871851 10 1		Page 24 of 33 Pages	
1	NAME OF REPORTING S.S. OR I.R.S. IDENTING The Bruce Leeds Familia-7083943	FICATION NO. OF ABOVE PER	SON (ENTITIES ONLY)	
2	CHECK THE APPROP	PRIATE BOX IF A MEMBER OF	A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA	ACE OF ORGANIZATION		

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NUMBER OF SHARES	5	SOLE VOTING POWER	50,000
BENEFICIALLY	6	SHARED VOTING POWER	-0-
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	50,000
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.15%

12 TYPE OF REPORTING PERSON\*

00

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer.

Systemax Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices.

22 Harbor Park Drive Port Washington, NY 11050

Item 2(a). Name of Person Filing.

This statement is filed on behalf of the persons identified in Item 4 below. In accordance with Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended, each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information contained herein concerning that person, but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless

such person knows or has reason to believe that such information is inaccurate.

#### Item 2(b). Address of Principal Business Office or, if None, Residence.

(1) For: Richard Leeds, Robert Leeds, Bruce Leeds, Generations Partners, L.P., The Richard Leeds
Irrevocable Trust, The Robert Leeds Irrevocable Trust, The Bruce Leeds Irrevocable Trust, The
1997 Richard Leeds Grantor Retained Annuity Trust, The Robert Leeds Grantor Retained Annuity
Trust, The 1997 Bruce Leeds Grantor Retained Annuity Trust, The 1997 Richard Leeds Grantor
Retained Annuity Trust II, The Robert Leeds Grantor Retained Annuity Trust II, The 1997 Bruce
Leeds Grantor Retained Annuity Trust II, The Richard Leeds Family Irrevocable Trust, The Robert
Leeds Family Irrevocable Trust and The Bruce Leeds Family Irrevocable Trust:

Systemax Inc. 22 Harbor Park Drive Port Washington, NY 11050

(2) For: Michele Rosenberg:

Cornick Garber & Sandler LLP 630 Third Avenue 10th Floor New York, NY 10017

(3) For: Michael Leeds and Carol Leeds:

800 South Ocean Boulevard Boca Raton, FL 33432

(4) For: Paul Leeds and The David Leeds Grantor Trust:

6141 Hollows Lane Delray Beach, FL 33484

(5) For: Nancy Leeds Bunt and GML Partners, L.P.:

320 Central Park West Apt. 10A New York, NY 10025

#### Item 2(c). Citizenship.

Each of the persons filing this statement is a United States citizen, a limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States.

#### Item 2(d). Title of Class of Securities.

This statement relates to the Company s Common Stock, par value \$.01 per share (the Common Stock ).

Item 2(e). CUSIP Number.

871851 10 1

Item 3. For Statements Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c).

Not applicable.

Item 4(a), (b) and (c). Ownership.

Richard Leeds is the beneficial owner of 10,435,736 shares of Common Stock of the Company, representing 30.60% of the total number of shares outstanding as of December 31, 2000. Richard Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 8,498,524 of such shares (including 1,844,083 shares owned by Generations Partners, L.P., a limited partnership of which Richard Leeds is the general partner) and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,515,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 421,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Robert Leeds is the beneficial owner of 8,692,155 shares of Common Stock of the Company, representing 25.49% of the total number of shares outstanding as of December 31, 2000. Robert Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,943 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,615,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 421,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Bruce Leeds is the beneficial owner of 8,692,153 shares of Common Stock of the Company, representing 25.49% of the total number of shares outstanding as of December 31, 2000. Bruce Leeds has (i) sole power to vote or to direct the vote and to dispose or direct the disposition of 6,654,941 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,615,412 of such shares as co-trustee for trusts for the benefit of his brothers children and 421,800 of such shares as a member of Aspire Partners LLC, a limited liability company that is the general partner of Aspire Partners, L.P.

Michael Leeds is not the beneficial owner of any shares of Common Stock of the Company as of December 31, 2000.

Generations Partners, L.P. is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 1,844,083 shares of Common Stock of the Company, representing 5.41% of the total number of shares outstanding as of December 31, 2000.

Paul Leeds is the beneficial owner and has sole power to vote or to direct the vote and to dispose or direct the disposition of 231,327 shares owned by The David Leeds Grantor Trust, for which Paul Leeds acts as trustee, representing 0.67% of the total number of shares outstanding as of December 31, 2000.

Carol Leeds is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or to direct the disposition, of 10,000 shares of Common Stock of the Company, representing 0.02% of the total number of shares outstanding as of December 31, 2000.

Nancy Leeds Bunt is the beneficial owner of 470,012 shares of Common Stock of the Company, representing 1.38% of the total number of shares outstanding as of December 31, 2000. Nancy Leeds Bunt has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 466,812 of such shares (including 235,850 shares owned by GML Partners, L.P., a limited partnership of which Nancy Leeds Bunt is the general partner, and 1,000 shares as custodian for Jake Edward Bunt, and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 3,200 of such shares, all of which are held in her name in retirement and other accounts.

Michele Rosenberg is the beneficial owner of 2,275,118 shares of Common Stock of the Company, representing 6.67% of the total number of shares outstanding as of December 31, 2000. Ms. Rosenberg has (i) sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,000 of such shares and (ii) shared power to vote or to direct the vote and to dispose or to direct the disposition of 2,273,118 of such shares as co-trustee for trusts for the benefit of the children of Richard Leeds, Robert Leeds and Bruce Leeds.

Each of The Richard Leeds Irrevocable Trust, The Robert Leeds Irrevocable Trust and The Bruce Leeds Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 438,557 shares of Common Stock of the Company, representing 1.28% of the total number of shares outstanding as of December 31, 2000.

The David Leeds Grantor Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 231,327 shares of Common Stock of the Company, representing 0.68% of the total number of shares outstanding as of December 31, 2000.

The 1997 Richard Leeds Grantor Retained Annuity Trust, 1997 Robert Leeds Grantor Retained Annuity Trust and 1997 Bruce Leeds Grantor Retained Annuity Trust are not the beneficial owners of any shares of Common Stock of the Company.

Each of The 1997 Richard Leeds Grantor Retained Annuity Trust II, The 1997 Robert Leeds Grantor Retained Annuity Trust II and The 1997 Bruce Leeds Grantor Retained Annuity Trust II is the beneficial owner, and has sole power to dispose or direct the disposition, of 269,147 shares of Common Stock of the Company representing 0.79% of the total number of shares outstanding as of December 31, 2000.

GML Partners, L.P. is the beneficial owner, and has the sole power to vote or to direct the vote and to dispose or to direct the disposition, of 235,850 shares of Common Stock of the Company representing 0.69% of the total number of outstanding shares as of December 31, 2000.

Each of The Richard Leeds Family Irrevocable Trust, The Robert Leeds Family Irrevocable Trust and The Bruce Leeds Family Irrevocable Trust is the beneficial owner, and has sole power to vote or to direct the vote and to dispose or direct the disposition, of 50,000 shares of Common Stock of the Company, representing 0.15% of the total number of shares outstanding as of December 31, 2000.

The Company and each of the persons listed above (each, Holder) have entered into a stockholders agreement which contains, among other things, certain restrictions with respect to the transferability of certain shares of Common Stock held by the Holders, certain provisions regarding the election of directors, certain registration rights granted by the Company with respect to certain shares held by the Holders and certain provisions which may require a Holder to transfer stock in certain circumstances.

#### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

	Item	8.	Identification	and Class	ification o	of Members of	of the Group.
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See Item 4 above.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

#### **SIGNATURE**

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2001

/S/ RICHARD LEEDS
Richard Leeds
/S/ ROBERT LEEDS
Robert Leeds
/C/ DDLICE LEEDS
/S/ BRUCE LEEDS
Bruce Leeds
/S/ MICHAEL LEEDS
Michael Leeds
Whender Leeds
/S/ PAUL LEEDS
Paul Leeds
/S/ CAROL LEEDS
Carol Leeds
/S/ NANCY LEEDS BUNT
Nancy Leeds Bunt
(C) MICHAEL DOCENDEDC
/S/ MICHAEL ROSENBERG
Michele Rosenberg
CENEDATIONS DADTNEDS I D

GENERATIONS PARTNERS, L.P.

By: /S/ RICHARD LEEDS
Richard Leeds, General Partner

THE RICHARD LEEDS IRREVOCABLE TRUST

By:

By:	/S/ BRUCE LEEDS
•	Bruce Leeds, as Trustee
	,
By:	/S/ ROBERT LEEDS
•	Robert Leeds, as Trustee
	,
By:	/S/ MICHELE ROSENBERG
,	
	Michele Rosenberg, as Trustee
THE	E ROBERT LEEDS IRREVOCABLE TRUST
Bv:	/S/ BRUCE LEEDS
<i>J</i> ·	Bruce Leeds, as Trustee
	,,
Bv:	/S/ RICHARD LEEDS
- ,	Richard Leeds, as Trustee
Bv:	/S/ MICHELE ROSENBERG
<i>J</i> ·	Michele Rosenberg, as Trustee
THE	E BRUCE LEEDS IRREVOCABLE TRUST
By:	/S/ ROBERT LEEDS
<i>J</i> ·	Robert Leeds, as Trustee
By:	/S/ RICHARD LEEDS
•	Richard Leeds, as Trustee
	,
By:	/S/ MICHELE ROSENBERG
,	Michele Rosenberg, as Trustee
	0,
THE	E DAVID LEEDS GRANTOR TRUST
By:	/S/ PAUL LEEDS
By:	/S/ PAUL LEEDS Paul Leeds, as Trustee
By:	
Ву:	
·	
THE	Paul Leeds, as Trustee
THE	Paul Leeds, as Trustee E 1997 RICHARD LEEDS GRANTOR RETAINED

	/S/ BRUCE LEEDS Bruce Leeds, as Trustee
By:	/S/ ROBERT LEEDS
J	Robert Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG Michele Rosenberg, as Trustee
	1997 ROBERT LEEDS GRANTOR RETAINED NUITY TRUST
Ву:	/S/ RICHARD LEEDS Richard Leeds, as Trustee
By:	/S/ BRUCE LEEDS Bruce Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG Michele Rosenberg, as Trustee
	1997 BRUCE LEEDS GRANTOR RETAINED NUITY TRUST
By:	/S/ RICHARD LEEDS Richard Leeds, as Trustee
By:	/S/ ROBERT LEEDS Robert Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG Michele Rosenberg, as Trustee
	1997 RICHARD LEEDS GRANTOR RETAINED NUITY TRUST II
By:	/S/ BRUCE LEEDS Bruce Leeds, as Trustee
By:	/S/ ROBERT LEEDS Robert Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG Michele Rosenberg, as Trustee

By:

## THE 1997 RICHARD LEEDS GRANTOR RETAINED ANNUITY TRUST II

By:	/S/ BRUCE LEEDS
•	Bruce Leeds, as Trustee
By:	/S/ ROBERT LEEDS
•	Robert Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG
_ ,	Michele Rosenberg, as Trustee
GMI	L PARTNERS, L.P.
By:	/S/ NANCY LEEDS BUNT
	Nancy Leeds Bunt, General Partner
THE	RICHARD LEEDS FAMILY IRREVOCABLE TRUST
By:	
	Robert Leeds, as Trustee
By:	
	Bruce Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG
	Michele Rosenberg, as Trustee
THE	ROBERT LEEDS FAMILY IRREVOCABLE TRUST
By:	/S/ RICHARD LEEDS
	Richard Leeds, as Trustee
By:	/S/ BRUCE LEEDS
	Bruce Leeds, as Trustee
By:	/S/ MICHELE ROSENBERG
	Michele Rosenberg, as Trustee
THE	BRUCE LEEDS FAMILY IRREVOCABLE TRUST

151	RICH	ARD	LEEDS	
/ \ )/	1/1/11	$\Delta ND$		

Richard Leeds, as Trustee

#### By: /S/ ROBERT LEEDS

Robert Leeds, as Trustee

## By: /S/ MICHELE ROSENBERG

Michele Rosenberg, as Trustee