

Edgar Filing: SPO ADVISORY CORP - Form SC 13D/A

SPO ADVISORY CORP  
Form SC 13D/A  
July 01, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*

LAMAR ADVERTISING COMPANY  
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

512815101  
(CUSIP Number)

SPO Advisory Corp.  
591 Redwood Highway, Suite 3215  
Mill Valley, California 94941  
(415) 383-6600

with a copy to:

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, California 90067-1725  
(310) 712-6600

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

June 27, 2008  
(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
1. NAME OF REPORTING PERSON SPO Partners II, L.P.  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]  
-----  
3. SEC Use Only  
-----  
4. SOURCE OF FUNDS WC  
-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f) [ ]  
-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
7. SOLE VOTING POWER  
14,792,684 (1)  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8. SHARED VOTING POWER  
-0-  
-----  
9. SOLE DISPOSITIVE POWER  
14,792,684 (1)  
-----  
10. SHARED DISPOSITIVE POWER  
-0-  
-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,792,684  
-----  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]  
-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.2%  
-----  
14. TYPE OF REPORTING PERSON  
PN  
-----

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

CUSIP No. 512815101

Page 2 of 28 pages

-----  
1. NAME OF REPORTING PERSON SPO Advisory Partners, L.P.  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [X]  
-----  
3. SEC Use Only  
-----  
4. SOURCE OF FUNDS Not Applicable  
-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) OR 2(f) [ ]  
-----

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6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	7.	SOLE VOTING POWER 14,792,684 (1) (2)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 14,792,684 (1) (2)
	10.	SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
14,792,684

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.2%

14. TYPE OF REPORTING PERSON  
PN

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.  
(2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 512815101

Page 3 of 28 pages

1. NAME OF REPORTING PERSON  
San Francisco Partners II, L.P.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

	7.	SOLE VOTING POWER 735,730 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 735,730 (1)

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10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
735,730

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.0%

14. TYPE OF REPORTING PERSON  
PN

(1) Power is exercised through its sole general partner, SF Advisory Partners,  
L.P.

CUSIP No. 512815101

Page 4 of 28 pages

1. NAME OF REPORTING PERSON  
SF Advisory Partners, L.P.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7. SOLE VOTING POWER  
735,730 (1) (2)

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

8. SHARED VOTING POWER  
-0-

9. SOLE DISPOSITIVE POWER  
735,730 (1) (2)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
735,730

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.0%

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14. TYPE OF REPORTING PERSON  
PN

- 
- (1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.
  - (2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 512815101

Page 5 of 28 pages

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1. NAME OF REPORTING PERSON  
SPO Advisory Corp.

-----

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

-----

3. SEC Use Only

-----

4. SOURCE OF FUNDS  
Not Applicable

-----

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

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

7. SOLE VOTING POWER  
15,528,414 (1) (2)

-----

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

-----

8. SHARED VOTING POWER  
-0-

-----

9. SOLE DISPOSITIVE POWER  
15,528,414 (1) (2)

-----

10. SHARED DISPOSITIVE POWER  
-0-

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,528,414

-----

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.2%

-----

14. TYPE OF REPORTING PERSON  
CO

- 
- (1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 14,792,684 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 735,730 of such shares.
  - (2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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CUSIP No. 512815101

Page 6 of 28 pages

- 
1. NAME OF REPORTING PERSON  
John H. Scully
- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
(b)
- 
3. SEC Use Only
- 
4. SOURCE OF FUNDS  
Not Applicable
- 
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2 (e) OR 2 (f)
- 
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA
- 
- |                                                                            |                                                |
|----------------------------------------------------------------------------|------------------------------------------------|
|                                                                            | 7. SOLE VOTING POWER<br>303,300 (1)            |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON WITH | 8. SHARED VOTING POWER<br>15,528,414 (2)       |
|                                                                            | 9. SOLE DISPOSITIVE POWER<br>303,300 (1)       |
|                                                                            | 10. SHARED DISPOSITIVE POWER<br>15,528,414 (2) |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,831,714
- 
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
- 
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%
- 
14. TYPE OF REPORTING PERSON  
IN
- 

(1) Of these shares, 18,700 shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, and 284,600 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.

(2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp.

CUSIP No. 512815101

Page 7 of 28 pages

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1. NAME OF REPORTING PERSON  
William E. Oberndorf

---

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

---

3. SEC Use Only

---

4. SOURCE OF FUNDS  
Not Applicable

---

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

---

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

---

	7. SOLE VOTING POWER 26,700 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER 15,528,414 (2)
	9. SOLE DISPOSITIVE POWER 26,700 (1)
	10. SHARED DISPOSITIVE POWER 15,528,414 (2)

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,555,114

---

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

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.2%

---

14. TYPE OF REPORTING PERSON  
IN

(1) These shares are held in the William E. Oberndorf Individual Retirement Account, which is self-directed.

(2) These shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp.

CUSIP No. 512815101

Page 8 of 28 pages

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1. NAME OF REPORTING PERSON  
William J. Patterson

---

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

---

3. SEC Use Only

---

4. SOURCE OF FUNDS

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Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 1,700 (1)
	8. SHARED VOTING POWER 15,579,214 (2)
	9. SOLE DISPOSITIVE POWER 1,700 (1)
	10. SHARED DISPOSITIVE POWER 15,579,214 (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,580,914

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.3%

14. TYPE OF REPORTING PERSON  
IN

(1) These shares are held in the William J. Patterson Individual Retirement Account, which is self directed.

(2) Of these shares, 15,528,414 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of three controlling persons of SPO Advisory Corp. and 50,800 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as a controlling person, director and executive officer of The Elizabeth R. & William J. Patterson Foundation.

CUSIP No. 512815101

Page 9 of 28 pages

1. NAME OF REPORTING PERSON  
Phoebe Snow Foundation, Inc.

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

3. SEC Use Only

4. SOURCE OF FUNDS  
WC

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

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-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

-----

	7.	SOLE VOTING POWER 284,600 (1)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-	
	9.	SOLE DISPOSITIVE POWER 284,600 (1)	
	10.	SHARED DISPOSITIVE POWER -0-	

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
284,600

-----

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.4%

-----

14. TYPE OF REPORTING PERSON  
CO

-----

(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

CUSIP No. 512815101

Page 10 of 28 pages

-----

1. NAME OF REPORTING PERSON  
The Elizabeth R. & William J. Patterson Foundation

-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>

-----

3. SEC Use Only

-----

4. SOURCE OF FUNDS  
WC

-----

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

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

-----

	7.	SOLE VOTING POWER 50,800 (1)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER -0-	
	9.	SOLE DISPOSITIVE POWER	

-----

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50,800 (1)

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
50,800

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1%

14. TYPE OF REPORTING PERSON  
CO

(1) Power is exercised through its controlling persons, directors and executive officers, William J. Patterson and Elizabeth R. Patterson.

CUSIP No. 512815101

Page 11 of 28 pages

1. NAME OF REPORTING PERSON  
Eli J. Weinberg

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

3. SEC Use Only

4. SOURCE OF FUNDS  
PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7. SOLE VOTING POWER  
126

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

8. SHARED VOTING POWER  
-0-

9. SOLE DISPOSITIVE POWER  
126

10. SHARED DISPOSITIVE POWER  
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
126

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

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

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\*\*0.1%

-----  
14. TYPE OF REPORTING PERSON  
IN  
-----

\*\* Denotes less than.

CUSIP No. 512815101

Page 12 of 28 pages

-----  
1. NAME OF REPORTING PERSON  
Ian R. McGuire  
-----

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

3. SEC Use Only  
-----

4. SOURCE OF FUNDS  
PF  
-----

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA  
-----

7. SOLE VOTING POWER  
1,156 (1)  
-----

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

8. SHARED VOTING POWER  
-0-  
-----

9. SOLE DISPOSITIVE POWER  
1,156 (1)  
-----

10. SHARED DISPOSITIVE POWER  
-0-  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,156  
-----

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
\*\*0.1%

-----  
14. TYPE OF REPORTING PERSON  
IN  
-----

\*\* Denotes less than.

(1) Of these shares, 256 shares are held in the Ian R. McGuire Individual Retirement Account, which is self-directed.

This Amendment No. 8 amends the Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission ("SEC") on August 22, 2005 and as amended on May 10, 2006, July 19, 2006, July 31, 2007, October 2, 2007, March 21, 2008, April 15, 2008 and June 26, 2008. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used therein and not defined herein shall have the meanings ascribed thereto in the Original 13D.

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

Item 3 is hereby amended and restated in its entirety as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase Shares are as follows:

NAME -----	SOURCE OF FUNDS -----	AMOUNT OF FUNDS -----
SPO	Contributions from Partners	\$628,875,233
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$30,762,451
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
JHS	Not Applicable and Personal Funds	\$778,865
WEO	Not Applicable and Personal Funds	\$918,016
WJP	Not Applicable and Personal Funds	\$66,412
PS Foundation	Contributions from Shareholders	\$15,077,638
Patterson Foundation	Contributions from Shareholders	\$1,980,615
EJW	Personal Funds	\$5,672
IRM	Personal Funds	\$55,943

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 76,991,663 total outstanding shares of Class A common stock as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on May 8, 2008.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 14,792,684 Shares, which constitutes approximately 19.2% of the outstanding Shares.

SPO Advisory Partners

Because of its position as the sole general partner of SPO, SPO Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 14,792,684 Shares, which constitutes approximately 19.2% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 735,730 Shares, which constitutes approximately 1.0% of the outstanding Shares.

SF Advisory Partners

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 735,730 Shares, which constitutes approximately 1.0% of the outstanding Shares.

SPO Advisory Corp.

Because of its positions as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 15,528,414 Shares in the aggregate, which constitutes approximately 20.2% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp. and controlling person, sole director and executive officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 15,831,714 Shares, which constitutes approximately 20.6% of the outstanding Shares.

WEO

Individually and because of his position as a control person of SPO Advisory Corp., WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 15,555,114 Shares, which constitutes approximately 20.2% of the outstanding Shares.

WJP

Individually and because of his position as a control person of SPO Advisory Corp. and as a control person, director and executive officer of Patterson Foundation, WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 15,580,914 Shares, which constitutes approximately 20.3% of the outstanding Shares.

PS FOUNDATION

The aggregate number of Shares that PS Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 284,600 Shares, which constitutes approximately 0.4% of the outstanding Shares.

PATTERSON FOUNDATION

The aggregate number of Shares that Patterson Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 50,800 Shares, which constitutes approximately 0.1% of the outstanding Shares.

EJW

The aggregate number of Shares that EJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 126 Shares, which constitutes less than 0.1% of the outstanding Shares.

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IRM

The aggregate number of Shares that IRM owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,156 Shares, which constitutes less than 0.1% of the outstanding Shares.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b)

SPO

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 14,792,684 Shares.

SPO Advisory Partners

Acting through its sole general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 14,792,684 Shares.

SFP

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 735,730 Shares.

SF Advisory Partners

Acting through its sole general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 735,730 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 15,528,414 Shares in the aggregate.

Page 16 of 28 pages

JHS

As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 15,528,414 Shares held by SPO and SFP in the aggregate. In addition, JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 18,700 Shares held in the John H. Scully Individual Retirement Accounts, which are self-directed individual retirement accounts, and 284,600 Shares held by the PS Foundation, for which JHS is the controlling person, sole director and executive officer.

WEO

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As one of three controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 15,528,414 Shares held by SPO and SFP in the aggregate. In addition, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 26,700 shares held in the William E. Oberndorf Individual Retirement Account, which is a self-directed individual retirement account.

WJP

As one of the controlling persons of SPO Advisory Corp., which is the sole general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 15,528,414 Shares held by SPO and SFP in the aggregate. WJP may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 50,800 Shares held by the Patterson Foundation. In addition, WJP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,700 Shares held in the William J. Patterson Individual Retirement Account, which is a self-directed individual retirement account.

PS FOUNDATION

Acting through its controlling person, PS Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 284,600 Shares.

PATTERSON FOUNDATION

Acting through its two controlling persons, directors and executive officers, Patterson Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 50,800 Shares.

EJW

EJW has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 126 Shares.

IRM

IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 256 Shares held in the Ian R. McGuire Individual Retirement Account, which is a self-directed individual retirement account. In addition, IRM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 900 Shares.

(c) Since the most recent filing on Schedule 13D, Reporting Persons purchased Shares in open market transactions on the Nasdaq Global Select Market as set forth on Schedule I attached hereto.

Page 17 of 28 pages

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Shares since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the

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receipt of distributions with respect to, or the proceeds from the sale of, Shares owned by such Reporting Person.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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

Exhibit A: Agreement pursuant to Rule 13d-1 (k)  
Exhibit B: Powers of Attorney (previously filed)

Page 18 of 28 pages

SIGNATURE

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

Dated July 1, 2008

By: /s/ Kim M. Silva

-----  
Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P.(1)  
SPO ADVISORY PARTNERS, L.P.(1)  
SAN FRANCISCO PARTNERS II, L.P.(1)  
SF ADVISORY PARTNERS, L.P.(1)  
SPO ADVISORY CORP.(1)  
JOHN H. SCULLY(1)  
WILLIAM E. OBERNDORF(1)  
WILLIAM J. PATTERSON(1)  
PHOEBE SNOW FOUNDATION, INC.(1)  
THE ELIZABETH R. & WILLIAM J.  
PATERSON FOUNDATION(1)  
ELI J. WEINBERG(1)  
IAN R. McGUIRE(1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of	Type	Number of	Price Per
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	Transaction		Shares	Share (\$)
SPO Partners II, L.P.	06/26/08	Buy	2610	34.0200
SPO Partners II, L.P.	06/26/08	Buy	2983	34.0300
SPO Partners II, L.P.	06/26/08	Buy	186	34.0400
SPO Partners II, L.P.	06/26/08	Buy	280	34.0600
SPO Partners II, L.P.	06/26/08	Buy	93	34.0700
SPO Partners II, L.P.	06/26/08	Buy	280	34.1400
SPO Partners II, L.P.	06/26/08	Buy	1865	34.1500
SPO Partners II, L.P.	06/26/08	Buy	93	34.1700
SPO Partners II, L.P.	06/26/08	Buy	373	34.1800
SPO Partners II, L.P.	06/26/08	Buy	93	34.1900
SPO Partners II, L.P.	06/26/08	Buy	280	34.2100
SPO Partners II, L.P.	06/26/08	Buy	280	34.2200
SPO Partners II, L.P.	06/26/08	Buy	186	34.2300
SPO Partners II, L.P.	06/26/08	Buy	466	34.2500
SPO Partners II, L.P.	06/26/08	Buy	93	34.2600
SPO Partners II, L.P.	06/26/08	Buy	186	34.2700
SPO Partners II, L.P.	06/26/08	Buy	466	34.2900
SPO Partners II, L.P.	06/26/08	Buy	93	34.3000
SPO Partners II, L.P.	06/26/08	Buy	1492	34.3300
SPO Partners II, L.P.	06/26/08	Buy	6153	34.3400
SPO Partners II, L.P.	06/26/08	Buy	6806	34.3500
SPO Partners II, L.P.	06/26/08	Buy	2983	34.3600
SPO Partners II, L.P.	06/26/08	Buy	3449	34.3700
SPO Partners II, L.P.	06/26/08	Buy	1585	34.3800
SPO Partners II, L.P.	06/26/08	Buy	2144	34.3900
SPO Partners II, L.P.	06/26/08	Buy	6169	34.4000
SPO Partners II, L.P.	06/26/08	Buy	5391	34.4100
SPO Partners II, L.P.	06/26/08	Buy	1585	34.4200
SPO Partners II, L.P.	06/26/08	Buy	3356	34.4300
SPO Partners II, L.P.	06/26/08	Buy	8206	34.4400
SPO Partners II, L.P.	06/26/08	Buy	9789	34.4500
SPO Partners II, L.P.	06/26/08	Buy	10442	34.4600
SPO Partners II, L.P.	06/26/08	Buy	10538	34.4700
SPO Partners II, L.P.	06/26/08	Buy	4752	34.4800
SPO Partners II, L.P.	06/26/08	Buy	3729	34.4900
SPO Partners II, L.P.	06/26/08	Buy	7085	34.5000
SPO Partners II, L.P.	06/26/08	Buy	1026	34.5100
SPO Partners II, L.P.	06/26/08	Buy	1245	34.5200
SPO Partners II, L.P.	06/26/08	Buy	2128	34.5300
SPO Partners II, L.P.	06/26/08	Buy	1492	34.5400
SPO Partners II, L.P.	06/26/08	Buy	1447	34.5500
SPO Partners II, L.P.	06/26/08	Buy	865	34.5600
SPO Partners II, L.P.	06/26/08	Buy	839	34.5700
SPO Partners II, L.P.	06/26/08	Buy	1026	34.5800
SPO Partners II, L.P.	06/26/08	Buy	466	34.5900
SPO Partners II, L.P.	06/26/08	Buy	1492	34.6000
SPO Partners II, L.P.	06/26/08	Buy	1585	34.6100
SPO Partners II, L.P.	06/26/08	Buy	2424	34.6200
SPO Partners II, L.P.	06/26/08	Buy	1585	34.6300
SPO Partners II, L.P.	06/26/08	Buy	1119	34.6400
SPO Partners II, L.P.	06/26/08	Buy	1398	34.6500
SPO Partners II, L.P.	06/26/08	Buy	5594	34.6600
SPO Partners II, L.P.	06/26/08	Buy	4289	34.6700
SPO Partners II, L.P.	06/26/08	Buy	1492	34.6800
SPO Partners II, L.P.	06/26/08	Buy	1678	34.6900

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SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
SPO Partners II, L.P.	06/26/08	Buy	1398	34.7000
SPO Partners II, L.P.	06/26/08	Buy	3263	34.7100
SPO Partners II, L.P.	06/26/08	Buy	1771	34.7200
SPO Partners II, L.P.	06/26/08	Buy	1398	34.7300
SPO Partners II, L.P.	06/26/08	Buy	2704	34.7400
SPO Partners II, L.P.	06/26/08	Buy	8857	34.7500
SPO Partners II, L.P.	06/26/08	Buy	9509	35.0000
SPO Partners II, L.P.	06/26/08	Buy	1492	35.0100
SPO Partners II, L.P.	06/26/08	Buy	11281	35.0200
SPO Partners II, L.P.	06/26/08	Buy	280	35.0300
SPO Partners II, L.P.	06/26/08	Buy	559	35.0400
SPO Partners II, L.P.	06/26/08	Buy	26477	35.0500
SPO Partners II, L.P.	06/26/08	Buy	5034	35.0600
SPO Partners II, L.P.	06/26/08	Buy	1026	35.0700
SPO Partners II, L.P.	06/26/08	Buy	280	35.0800
SPO Partners II, L.P.	06/26/08	Buy	1865	35.0900
SPO Partners II, L.P.	06/26/08	Buy	19205	35.1000
SPO Partners II, L.P.	06/26/08	Buy	746	35.1100
SPO Partners II, L.P.	06/26/08	Buy	6453	35.1200
SPO Partners II, L.P.	06/26/08	Buy	12641	35.1300
SPO Partners II, L.P.	06/26/08	Buy	7065	35.1400
SPO Partners II, L.P.	06/26/08	Buy	13255	35.1500
SPO Partners II, L.P.	06/26/08	Buy	10928	35.1600
SPO Partners II, L.P.	06/26/08	Buy	10721	35.1700
SPO Partners II, L.P.	06/26/08	Buy	3263	35.1800
SPO Partners II, L.P.	06/26/08	Buy	3543	35.1900
SPO Partners II, L.P.	06/26/08	Buy	14172	35.2000
SPO Partners II, L.P.	06/26/08	Buy	3449	35.2100
SPO Partners II, L.P.	06/26/08	Buy	839	35.2200
SPO Partners II, L.P.	06/26/08	Buy	14171	35.2300
SPO Partners II, L.P.	06/26/08	Buy	4289	35.2400
SPO Partners II, L.P.	06/26/08	Buy	3916	35.2500
San Francisco Partners II, L.P.	06/26/08	Buy	108	34.0200
San Francisco Partners II, L.P.	06/26/08	Buy	123	34.0300
San Francisco Partners II, L.P.	06/26/08	Buy	8	34.0400
San Francisco Partners II, L.P.	06/26/08	Buy	11	34.0600
San Francisco Partners II, L.P.	06/26/08	Buy	4	34.0700
San Francisco Partners II, L.P.	06/26/08	Buy	11	34.1400
San Francisco Partners II, L.P.	06/26/08	Buy	77	34.1500
San Francisco Partners II, L.P.	06/26/08	Buy	4	34.1700
San Francisco Partners II, L.P.	06/26/08	Buy	15	34.1800
San Francisco Partners II, L.P.	06/26/08	Buy	4	34.1900
San Francisco Partners II, L.P.	06/26/08	Buy	11	34.2100
San Francisco Partners II, L.P.	06/26/08	Buy	11	34.2200
San Francisco Partners II, L.P.	06/26/08	Buy	8	34.2300
San Francisco Partners II, L.P.	06/26/08	Buy	19	34.2500
San Francisco Partners II, L.P.	06/26/08	Buy	4	34.2600
San Francisco Partners II, L.P.	06/26/08	Buy	8	34.2700
San Francisco Partners II, L.P.	06/26/08	Buy	19	34.2900
San Francisco Partners II, L.P.	06/26/08	Buy	4	34.3000
San Francisco Partners II, L.P.	06/26/08	Buy	61	34.3300
San Francisco Partners II, L.P.	06/26/08	Buy	253	34.3400
San Francisco Partners II, L.P.	06/26/08	Buy	280	34.3500
San Francisco Partners II, L.P.	06/26/08	Buy	123	34.3600

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San Francisco Partners II, L.P. 06/26/08 Buy 142 34.3700

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
San Francisco Partners II, L.P.	06/26/08	Buy	65	34.3800
San Francisco Partners II, L.P.	06/26/08	Buy	89	34.3900
San Francisco Partners II, L.P.	06/26/08	Buy	253	34.4000
San Francisco Partners II, L.P.	06/26/08	Buy	222	34.4100
San Francisco Partners II, L.P.	06/26/08	Buy	65	34.4200
San Francisco Partners II, L.P.	06/26/08	Buy	138	34.4300
San Francisco Partners II, L.P.	06/26/08	Buy	338	34.4400
San Francisco Partners II, L.P.	06/26/08	Buy	402	34.4500
San Francisco Partners II, L.P.	06/26/08	Buy	429	34.4600
San Francisco Partners II, L.P.	06/26/08	Buy	433	34.4700
San Francisco Partners II, L.P.	06/26/08	Buy	196	34.4800
San Francisco Partners II, L.P.	06/26/08	Buy	153	34.4900
San Francisco Partners II, L.P.	06/26/08	Buy	291	34.5000
San Francisco Partners II, L.P.	06/26/08	Buy	42	34.5100
San Francisco Partners II, L.P.	06/26/08	Buy	51	34.5200
San Francisco Partners II, L.P.	06/26/08	Buy	87	34.5300
San Francisco Partners II, L.P.	06/26/08	Buy	61	34.5400
San Francisco Partners II, L.P.	06/26/08	Buy	59	34.5500
San Francisco Partners II, L.P.	06/26/08	Buy	36	34.5600
San Francisco Partners II, L.P.	06/26/08	Buy	34	34.5700
San Francisco Partners II, L.P.	06/26/08	Buy	42	34.5800
San Francisco Partners II, L.P.	06/26/08	Buy	19	34.5900
San Francisco Partners II, L.P.	06/26/08	Buy	61	34.6000
San Francisco Partners II, L.P.	06/26/08	Buy	65	34.6100
San Francisco Partners II, L.P.	06/26/08	Buy	100	34.6200
San Francisco Partners II, L.P.	06/26/08	Buy	65	34.6300
San Francisco Partners II, L.P.	06/26/08	Buy	46	34.6400
San Francisco Partners II, L.P.	06/26/08	Buy	57	34.6500
San Francisco Partners II, L.P.	06/26/08	Buy	230	34.6600
San Francisco Partners II, L.P.	06/26/08	Buy	176	34.6700
San Francisco Partners II, L.P.	06/26/08	Buy	61	34.6800
San Francisco Partners II, L.P.	06/26/08	Buy	69	34.6900
San Francisco Partners II, L.P.	06/26/08	Buy	57	34.7000
San Francisco Partners II, L.P.	06/26/08	Buy	134	34.7100
San Francisco Partners II, L.P.	06/26/08	Buy	73	34.7200
San Francisco Partners II, L.P.	06/26/08	Buy	57	34.7300
San Francisco Partners II, L.P.	06/26/08	Buy	111	34.7400
San Francisco Partners II, L.P.	06/26/08	Buy	364	34.7500
San Francisco Partners II, L.P.	06/26/08	Buy	391	35.0000
San Francisco Partners II, L.P.	06/26/08	Buy	61	35.0100
San Francisco Partners II, L.P.	06/26/08	Buy	464	35.0200
San Francisco Partners II, L.P.	06/26/08	Buy	11	35.0300
San Francisco Partners II, L.P.	06/26/08	Buy	23	35.0400
San Francisco Partners II, L.P.	06/26/08	Buy	1088	35.0500
San Francisco Partners II, L.P.	06/26/08	Buy	207	35.0600
San Francisco Partners II, L.P.	06/26/08	Buy	42	35.0700
San Francisco Partners II, L.P.	06/26/08	Buy	11	35.0800
San Francisco Partners II, L.P.	06/26/08	Buy	77	35.0900
San Francisco Partners II, L.P.	06/26/08	Buy	789	35.1000

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San Francisco Partners II, L.P.	06/26/08	Buy	31	35.1100
San Francisco Partners II, L.P.	06/26/08	Buy	265	35.1200
San Francisco Partners II, L.P.	06/26/08	Buy	519	35.1300
San Francisco Partners II, L.P.	06/26/08	Buy	290	35.1400
San Francisco Partners II, L.P.	06/26/08	Buy	545	35.1500
San Francisco Partners II, L.P.	06/26/08	Buy	449	35.1600

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
San Francisco Partners II, L.P.	06/26/08	Buy	441	35.1700
San Francisco Partners II, L.P.	06/26/08	Buy	134	35.1800
San Francisco Partners II, L.P.	06/26/08	Buy	146	35.1900
San Francisco Partners II, L.P.	06/26/08	Buy	582	35.2000
San Francisco Partners II, L.P.	06/26/08	Buy	142	35.2100
San Francisco Partners II, L.P.	06/26/08	Buy	34	35.2200
San Francisco Partners II, L.P.	06/26/08	Buy	582	35.2300
San Francisco Partners II, L.P.	06/26/08	Buy	176	35.2400
San Francisco Partners II, L.P.	06/26/08	Buy	161	35.2500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	49	34.0200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	56	34.0300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	4	34.0400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	34.0600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	2	34.0700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	34.1400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	34	34.1500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	2	34.1700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	7	34.1800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	2	34.1900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	34.2100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	34.2200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	4	34.2300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	9	34.2500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	2	34.2600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	4	34.2700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	9	34.2900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	2	34.3000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	28	34.3300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	116	34.3400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	128	34.3500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	56	34.3600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	65	34.3700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	30	34.3800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	40	34.3900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	116	34.4000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	101	34.4100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	30	34.4200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	63	34.4300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	154	34.4400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	184	34.4500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	196	34.4600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	198	34.4700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	89	34.4800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	70	34.4900

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Phoebe Snow Foundation, Inc.	06/26/08	Buy	133	34.5000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	19	34.5100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	23	34.5200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	40	34.5300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	28	34.5400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	27	34.5500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	16	34.5600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	16	34.5700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	19	34.5800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	9	34.5900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	28	34.6000

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
Phoebe Snow Foundation, Inc.	06/26/08	Buy	30	34.6100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	46	34.6200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	30	34.6300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	21	34.6400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	26	34.6500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	105	34.6600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	81	34.6700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	28	34.6800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	32	34.6900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	26	34.7000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	61	34.7100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	33	34.7200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	26	34.7300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	51	34.7400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	167	34.7500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	179	35.0000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	28	35.0100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	212	35.0200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	35.0300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	11	35.0400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	498	35.0500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	95	35.0600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	19	35.0700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	5	35.0800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	35	35.0900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	361	35.1000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	14	35.1100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	121	35.1200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	238	35.1300
Phoebe Snow Foundation, Inc.	06/26/08	Buy	133	35.1400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	249	35.1500
Phoebe Snow Foundation, Inc.	06/26/08	Buy	206	35.1600
Phoebe Snow Foundation, Inc.	06/26/08	Buy	202	35.1700
Phoebe Snow Foundation, Inc.	06/26/08	Buy	61	35.1800
Phoebe Snow Foundation, Inc.	06/26/08	Buy	67	35.1900
Phoebe Snow Foundation, Inc.	06/26/08	Buy	267	35.2000
Phoebe Snow Foundation, Inc.	06/26/08	Buy	65	35.2100
Phoebe Snow Foundation, Inc.	06/26/08	Buy	16	35.2200
Phoebe Snow Foundation, Inc.	06/26/08	Buy	267	35.2300

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Phoebe Snow Foundation, Inc.	06/26/08	Buy	81	35.2400
Phoebe Snow Foundation, Inc.	06/26/08	Buy	74	35.2500
William E. Oberndorf IRA	06/26/08	Buy	33	34.0200
William E. Oberndorf IRA	06/26/08	Buy	38	34.0300
William E. Oberndorf IRA	06/26/08	Buy	2	34.0400
William E. Oberndorf IRA	06/26/08	Buy	4	34.0600
William E. Oberndorf IRA	06/26/08	Buy	1	34.0700
William E. Oberndorf IRA	06/26/08	Buy	4	34.1400
William E. Oberndorf IRA	06/26/08	Buy	24	34.1500
William E. Oberndorf IRA	06/26/08	Buy	1	34.1700
William E. Oberndorf IRA	06/26/08	Buy	5	34.1800
William E. Oberndorf IRA	06/26/08	Buy	1	34.1900
William E. Oberndorf IRA	06/26/08	Buy	4	34.2100
William E. Oberndorf IRA	06/26/08	Buy	4	34.2200
William E. Oberndorf IRA	06/26/08	Buy	2	34.2300
William E. Oberndorf IRA	06/26/08	Buy	6	34.2500

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
William E. Oberndorf IRA	06/26/08	Buy	1	34.2600
William E. Oberndorf IRA	06/26/08	Buy	2	34.2700
William E. Oberndorf IRA	06/26/08	Buy	6	34.2900
William E. Oberndorf IRA	06/26/08	Buy	1	34.3000
William E. Oberndorf IRA	06/26/08	Buy	19	34.3300
William E. Oberndorf IRA	06/26/08	Buy	78	34.3400
William E. Oberndorf IRA	06/26/08	Buy	86	34.3500
William E. Oberndorf IRA	06/26/08	Buy	38	34.3600
William E. Oberndorf IRA	06/26/08	Buy	44	34.3700
William E. Oberndorf IRA	06/26/08	Buy	20	34.3800
William E. Oberndorf IRA	06/26/08	Buy	27	34.3900
William E. Oberndorf IRA	06/26/08	Buy	79	34.4000
William E. Oberndorf IRA	06/26/08	Buy	69	34.4100
William E. Oberndorf IRA	06/26/08	Buy	20	34.4200
William E. Oberndorf IRA	06/26/08	Buy	43	34.4300
William E. Oberndorf IRA	06/26/08	Buy	104	34.4400
William E. Oberndorf IRA	06/26/08	Buy	125	34.4500
William E. Oberndorf IRA	06/26/08	Buy	133	34.4600
William E. Oberndorf IRA	06/26/08	Buy	134	34.4700
William E. Oberndorf IRA	06/26/08	Buy	60	34.4800
William E. Oberndorf IRA	06/26/08	Buy	48	34.4900
William E. Oberndorf IRA	06/26/08	Buy	91	34.5000
William E. Oberndorf IRA	06/26/08	Buy	13	34.5100
William E. Oberndorf IRA	06/26/08	Buy	16	34.5200
William E. Oberndorf IRA	06/26/08	Buy	28	34.5300
William E. Oberndorf IRA	06/26/08	Buy	19	34.5400
William E. Oberndorf IRA	06/26/08	Buy	19	34.5500
William E. Oberndorf IRA	06/26/08	Buy	11	34.5600
William E. Oberndorf IRA	06/26/08	Buy	11	34.5700
William E. Oberndorf IRA	06/26/08	Buy	13	34.5800
William E. Oberndorf IRA	06/26/08	Buy	6	34.5900
William E. Oberndorf IRA	06/26/08	Buy	19	34.6000
William E. Oberndorf IRA	06/26/08	Buy	20	34.6100
William E. Oberndorf IRA	06/26/08	Buy	30	34.6200

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William E. Oberndorf IRA	06/26/08	Buy	20	34.6300
William E. Oberndorf IRA	06/26/08	Buy	14	34.6400
William E. Oberndorf IRA	06/26/08	Buy	19	34.6500
William E. Oberndorf IRA	06/26/08	Buy	71	34.6600
William E. Oberndorf IRA	06/26/08	Buy	54	34.6700
William E. Oberndorf IRA	06/26/08	Buy	19	34.6800
William E. Oberndorf IRA	06/26/08	Buy	21	34.6900
William E. Oberndorf IRA	06/26/08	Buy	19	34.7000
William E. Oberndorf IRA	06/26/08	Buy	42	34.7100
William E. Oberndorf IRA	06/26/08	Buy	23	34.7200
William E. Oberndorf IRA	06/26/08	Buy	19	34.7300
William E. Oberndorf IRA	06/26/08	Buy	34	34.7400
William E. Oberndorf IRA	06/26/08	Buy	112	34.7500
William E. Oberndorf IRA	06/26/08	Buy	121	35.0000
William E. Oberndorf IRA	06/26/08	Buy	19	35.0100
William E. Oberndorf IRA	06/26/08	Buy	143	35.0200
William E. Oberndorf IRA	06/26/08	Buy	4	35.0300
William E. Oberndorf IRA	06/26/08	Buy	7	35.0400
William E. Oberndorf IRA	06/26/08	Buy	337	35.0500
William E. Oberndorf IRA	06/26/08	Buy	64	35.0600
William E. Oberndorf IRA	06/26/08	Buy	13	35.0700

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
William E. Oberndorf IRA	06/26/08	Buy	4	35.0800
William E. Oberndorf IRA	06/26/08	Buy	23	35.0900
William E. Oberndorf IRA	06/26/08	Buy	245	35.1000
William E. Oberndorf IRA	06/26/08	Buy	9	35.1100
William E. Oberndorf IRA	06/26/08	Buy	83	35.1200
William E. Oberndorf IRA	06/26/08	Buy	161	35.1300
William E. Oberndorf IRA	06/26/08	Buy	90	35.1400
William E. Oberndorf IRA	06/26/08	Buy	169	35.1500
William E. Oberndorf IRA	06/26/08	Buy	139	35.1600
William E. Oberndorf IRA	06/26/08	Buy	136	35.1700
William E. Oberndorf IRA	06/26/08	Buy	42	35.1800
William E. Oberndorf IRA	06/26/08	Buy	44	35.1900
William E. Oberndorf IRA	06/26/08	Buy	180	35.2000
William E. Oberndorf IRA	06/26/08	Buy	44	35.2100
William E. Oberndorf IRA	06/26/08	Buy	11	35.2200
William E. Oberndorf IRA	06/26/08	Buy	180	35.2300
William E. Oberndorf IRA	06/26/08	Buy	54	35.2400
William E. Oberndorf IRA	06/26/08	Buy	49	35.2500
SPO Partners II, L.P.	06/27/08	Buy	1580	34.6500
SPO Partners II, L.P.	06/27/08	Buy	395	34.6800
SPO Partners II, L.P.	06/27/08	Buy	5628	34.6900
SPO Partners II, L.P.	06/27/08	Buy	31593	34.7000
SPO Partners II, L.P.	06/27/08	Buy	5924	34.7200
SPO Partners II, L.P.	06/27/08	Buy	99	34.7300
SPO Partners II, L.P.	06/27/08	Buy	197	34.7400
SPO Partners II, L.P.	06/27/08	Buy	56423	34.7500
SPO Partners II, L.P.	06/27/08	Buy	5035	34.7700
SPO Partners II, L.P.	06/27/08	Buy	987	34.7900
SPO Partners II, L.P.	06/27/08	Buy	40312	34.8000

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SPO Partners II, L.P.	06/27/08	Buy	1747	34.8100
SPO Partners II, L.P.	06/27/08	Buy	9357	34.8200
SPO Partners II, L.P.	06/27/08	Buy	5331	34.8300
SPO Partners II, L.P.	06/27/08	Buy	20649	34.8400
SPO Partners II, L.P.	06/27/08	Buy	36619	34.8500
SPO Partners II, L.P.	06/27/08	Buy	930	34.8600
SPO Partners II, L.P.	06/27/08	Buy	197	34.8700
SPO Partners II, L.P.	06/27/08	Buy	7091	34.8800
SPO Partners II, L.P.	06/27/08	Buy	1876	34.8900
SPO Partners II, L.P.	06/27/08	Buy	14854	34.9000
SPO Partners II, L.P.	06/27/08	Buy	6615	34.9500
SPO Partners II, L.P.	06/27/08	Buy	197	34.9900
SPO Partners II, L.P.	06/27/08	Buy	32679	35.0000
SPO Partners II, L.P.	06/27/08	Buy	2962	35.0500
SPO Partners II, L.P.	06/27/08	Buy	13822	35.1000
SPO Partners II, L.P.	06/27/08	Buy	13625	35.1500
SPO Partners II, L.P.	06/27/08	Buy	1678	35.1600
SPO Partners II, L.P.	06/27/08	Buy	34637	35.1700
SPO Partners II, L.P.	06/27/08	Buy	3061	35.1800
SPO Partners II, L.P.	06/27/08	Buy	889	35.1900
SPO Partners II, L.P.	06/27/08	Buy	10653	35.2000
SPO Partners II, L.P.	06/27/08	Buy	18390	35.2100
SPO Partners II, L.P.	06/27/08	Buy	4235	35.2400
SPO Partners II, L.P.	06/27/08	Buy	29333	35.2500
John H Scully IRRA	06/27/08	Buy	4	34.6500
John H Scully IRRA	06/27/08	Buy	1	34.6800

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
John H Scully IRRA	06/27/08	Buy	13	34.6900
John H Scully IRRA	06/27/08	Buy	76	34.7000
John H Scully IRRA	06/27/08	Buy	14	34.7200
John H Scully IRRA	06/27/08	Buy	1	34.7400
John H Scully IRRA	06/27/08	Buy	134	34.7500
John H Scully IRRA	06/27/08	Buy	12	34.7700
John H Scully IRRA	06/27/08	Buy	3	34.7900
John H Scully IRRA	06/27/08	Buy	96	34.8000
John H Scully IRRA	06/27/08	Buy	4	34.8100
John H Scully IRRA	06/27/08	Buy	22	34.8200
John H Scully IRRA	06/27/08	Buy	13	34.8300
John H Scully IRRA	06/27/08	Buy	49	34.8400
John H Scully IRRA	06/27/08	Buy	87	34.8500
John H Scully IRRA	06/27/08	Buy	2	34.8600
John H Scully IRRA	06/27/08	Buy	1	34.8700
John H Scully IRRA	06/27/08	Buy	17	34.8800
John H Scully IRRA	06/27/08	Buy	4	34.8900
John H Scully IRRA	06/27/08	Buy	35	34.9000
John H Scully IRRA	06/27/08	Buy	16	34.9500
John H Scully IRRA	06/27/08	Buy	1	34.9900
John H Scully IRRA	06/27/08	Buy	78	35.0000
John H Scully IRRA	06/27/08	Buy	7	35.0500
John H Scully IRRA	06/27/08	Buy	33	35.1000
John H Scully IRRA	06/27/08	Buy	32	35.1500

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John H Scully IRRA	06/27/08	Buy	4	35.1600
John H Scully IRRA	06/27/08	Buy	83	35.1700
John H Scully IRRA	06/27/08	Buy	7	35.1800
John H Scully IRRA	06/27/08	Buy	2	35.1900
John H Scully IRRA	06/27/08	Buy	25	35.2000
John H Scully IRRA	06/27/08	Buy	44	35.2100
John H Scully IRRA	06/27/08	Buy	10	35.2400
John H Scully IRRA	06/27/08	Buy	70	35.2500
William E. Oberndorf IRA	06/27/08	Buy	16	34.6500
William E. Oberndorf IRA	06/27/08	Buy	4	34.6800
William E. Oberndorf IRA	06/27/08	Buy	59	34.6900
William E. Oberndorf IRA	06/27/08	Buy	331	34.7000
William E. Oberndorf IRA	06/27/08	Buy	62	34.7200
William E. Oberndorf IRA	06/27/08	Buy	1	34.7300
William E. Oberndorf IRA	06/27/08	Buy	2	34.7400
William E. Oberndorf IRA	06/27/08	Buy	592	34.7500
William E. Oberndorf IRA	06/27/08	Buy	53	34.7700
William E. Oberndorf IRA	06/27/08	Buy	10	34.7900
William E. Oberndorf IRA	06/27/08	Buy	423	34.8000
William E. Oberndorf IRA	06/27/08	Buy	18	34.8100
William E. Oberndorf IRA	06/27/08	Buy	98	34.8200
William E. Oberndorf IRA	06/27/08	Buy	56	34.8300
William E. Oberndorf IRA	06/27/08	Buy	217	34.8400
William E. Oberndorf IRA	06/27/08	Buy	384	34.8500
William E. Oberndorf IRA	06/27/08	Buy	10	34.8600
William E. Oberndorf IRA	06/27/08	Buy	2	34.8700
William E. Oberndorf IRA	06/27/08	Buy	74	34.8800
William E. Oberndorf IRA	06/27/08	Buy	20	34.8900
William E. Oberndorf IRA	06/27/08	Buy	156	34.9000
William E. Oberndorf IRA	06/27/08	Buy	69	34.9500
William E. Oberndorf IRA	06/27/08	Buy	2	34.9900

SCHEDULE I TO SCHEDULE 13D

Reporting Person	Date of Transaction	Type	Number of Shares	Price Per Share (\$)
William E. Oberndorf IRA	06/27/08	Buy	343	35.0000
William E. Oberndorf IRA	06/27/08	Buy	31	35.0500
William E. Oberndorf IRA	06/27/08	Buy	145	35.1000
William E. Oberndorf IRA	06/27/08	Buy	143	35.1500
William E. Oberndorf IRA	06/27/08	Buy	18	35.1600
William E. Oberndorf IRA	06/27/08	Buy	363	35.1700
William E. Oberndorf IRA	06/27/08	Buy	32	35.1800
William E. Oberndorf IRA	06/27/08	Buy	9	35.1900
William E. Oberndorf IRA	06/27/08	Buy	112	35.2000
William E. Oberndorf IRA	06/27/08	Buy	193	35.2100
William E. Oberndorf IRA	06/27/08	Buy	44	35.2400
William E. Oberndorf IRA	06/27/08	Buy	308	35.2500
SPO Partners II, L.P.	06/30/08	Buy	695	34.7600
SPO Partners II, L.P.	06/30/08	Buy	4235	35.0000
SPO Partners II, L.P.	06/30/08	Buy	99	35.8200
SPO Partners II, L.P.	06/30/08	Buy	592	35.8300
SPO Partners II, L.P.	06/30/08	Buy	592	35.8400
SPO Partners II, L.P.	06/30/08	Buy	3648	35.8500
SPO Partners II, L.P.	06/30/08	Buy	3846	35.8600

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SPO Partners II, L.P.	06/30/08	Buy	3057	35.8700
SPO Partners II, L.P.	06/30/08	Buy	2366	35.8800
SPO Partners II, L.P.	06/30/08	Buy	2226	35.8900
SPO Partners II, L.P.	06/30/08	Buy	14800	35.9000
SPO Partners II, L.P.	06/30/08	Buy	2662	35.9100
SPO Partners II, L.P.	06/30/08	Buy	394	35.9200
SPO Partners II, L.P.	06/30/08	Buy	6102	35.9300
SPO Partners II, L.P.	06/30/08	Buy	32386	35.9500
John H Scully IRRA	06/30/08	Buy	2	34.7600
John H Scully IRRA	06/30/08	Buy	11	35.0000
John H Scully IRRA	06/30/08	Buy	1	35.8300
John H Scully IRRA	06/30/08	Buy	2	35.8400
John H Scully IRRA	06/30/08	Buy	9	35.8500
John H Scully IRRA	06/30/08	Buy	10	35.8600
John H Scully IRRA	06/30/08	Buy	8	35.8700
John H Scully IRRA	06/30/08	Buy	6	35.8800
John H Scully IRRA	06/30/08	Buy	6	35.8900
John H Scully IRRA	06/30/08	Buy	38	35.9000
John H Scully IRRA	06/30/08	Buy	7	35.9100
John H Scully IRRA	06/30/08	Buy	1	35.9200
John H Scully IRRA	06/30/08	Buy	16	35.9300
John H Scully IRRA	06/30/08	Buy	83	35.9500
William E. Oberndorf IRA	06/30/08	Buy	8	34.7600
William E. Oberndorf IRA	06/30/08	Buy	49	35.0000
William E. Oberndorf IRA	06/30/08	Buy	1	35.8200
William E. Oberndorf IRA	06/30/08	Buy	7	35.8300
William E. Oberndorf IRA	06/30/08	Buy	6	35.8400
William E. Oberndorf IRA	06/30/08	Buy	43	35.8500
William E. Oberndorf IRA	06/30/08	Buy	44	35.8600
William E. Oberndorf IRA	06/30/08	Buy	35	35.8700
William E. Oberndorf IRA	06/30/08	Buy	28	35.8800
William E. Oberndorf IRA	06/30/08	Buy	26	35.8900
William E. Oberndorf IRA	06/30/08	Buy	172	35.9000
William E. Oberndorf IRA	06/30/08	Buy	31	35.9100
William E. Oberndorf IRA	06/30/08	Buy	5	35.9200
William E. Oberndorf IRA	06/30/08	Buy	70	35.9300
William E. Oberndorf IRA	06/30/08	Buy	375	35.9500

Page 28 of 28 pages

EXHIBIT INDEX

EXHIBIT	DOCUMENT DESCRIPTION
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A	Agreement Pursuant to Rule 13d-1 (k)
B	Powers of Attorney (previously filed)